MARVEL

SPIDER-GIRL

THE COMPLETE COLLECTION VOL. 3

DeFALCO
OLLIFFE
FRENZ
BATISTA

SPIDER-GIRL

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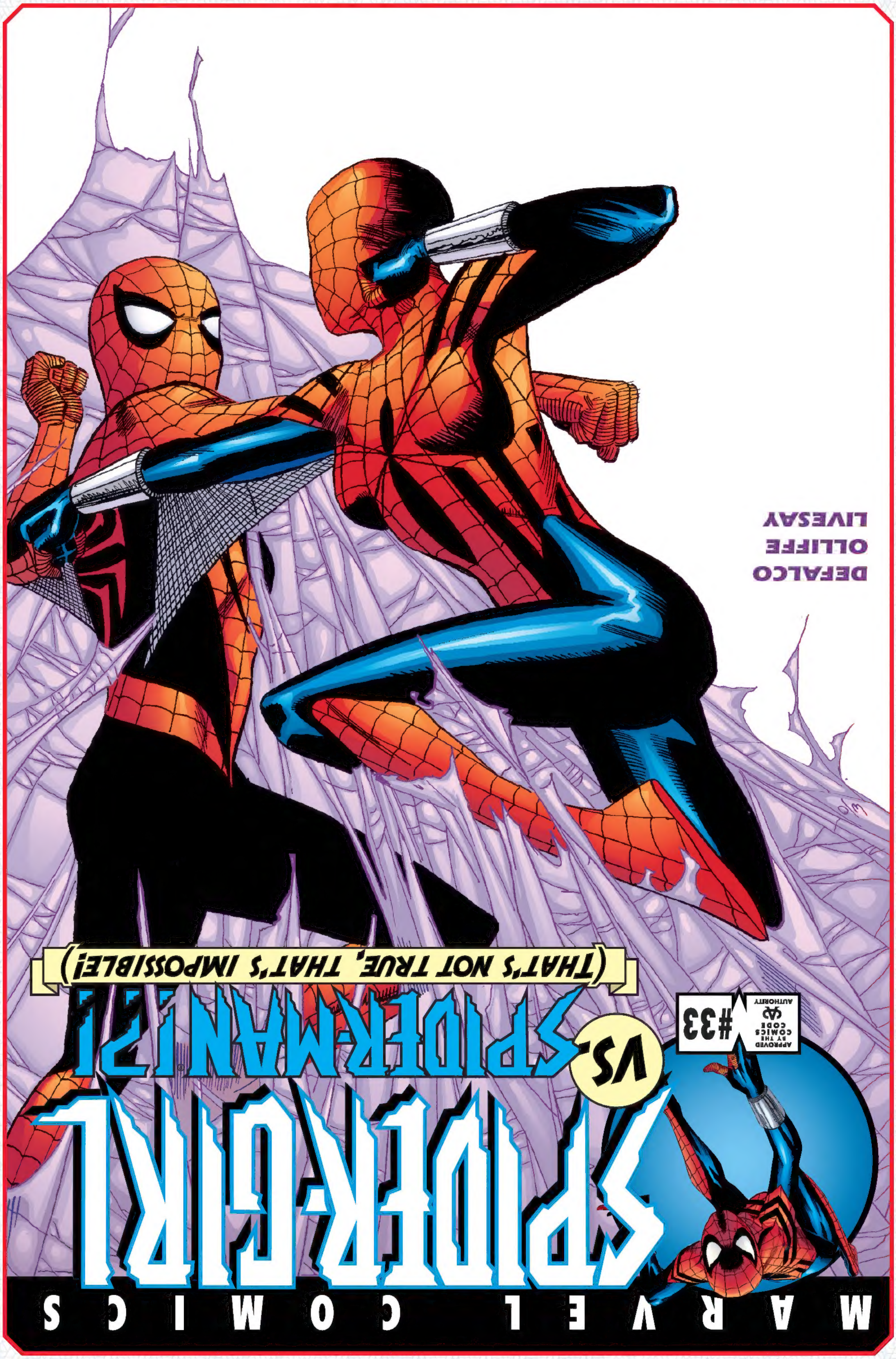
DEFALCO
OLLIFFE
LIVESAY
APPROVED BY THE COMICS CODE AUTHORITY
#33
(THAT'S NOT TRUE, THAT'S IMPOSSIBLE!)
SPIDER-MAN 2099
VS.
SPIDER-GIRL
MARVEL COMICS

The daughter of the original Spider-Man, ***May "Mayday" Parker*** *has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines!*

Stan Lee presents...

SPIDER-GIRL!™

SPIDER-MAN HAS RETURNED--

--AND THAT MEANS GOODBYE, SPIDER-GIRL!

THE LAST THING THIS TOWN NEEDS IS--

DAILY BUGLE

Saturday, February 19, 2017 Greater Metropolitan Edition

HE'S BACK!

YOUR NAME IS MAY "MAYDAY" PARKER.

YOU ARE THE DAUGHTER OF THE ORIGINAL SPIDER-MAN. BUT YOU RECENTLY LOST YOUR SPIDER-POWERS.

WITH A LITTLE LUCK, THEY WILL ALSO **RETURN** SO THAT YOU CAN UNMASK THIS NEW WEB-SWINGING IMPOSTER--

--AND POUND THE SMIRK OFF RALPHIE HICKS!

TOO MANY SPIDERS!

Tom DeFalco & Pat Olliffe
Script, Plot, and Pencils

Livesay
Inker

John Workman
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I'M WARNIN' YOU, RALPHIE-- *GET OUTTA MY FACE!*

SPIDER-GIRL WAS THERE FOR US WHEN WE NEEDED HER.

SHE'S *OVER*, MOOSE!

NOBODY IS GOING TO CARE ABOUT A *SPIDER-GIRL* WHEN THEY CAN HAVE THE *REAL DEAL.*

HE'S THE ONE WHO'S GETTING ALL THE *HEADLINES.*

SAYS YOU! I DOUBT HIS POPULARITY WILL LAST SIX MONTHS.

DAILY BUGLE
HE'S BACK!

SAVE YOUR BREATH, MOOSE!

YOU KNOW RALPHIE IS JUST BAITING YOU.

SPIDER-MAN OR SPIDER-GIRL--TALK ABOUT A NON-ISSUE!

ALTHOUGH I WOULDN'T MIND CHECKING OUT THE NEW WEB-BOY'S *BUTT!*

WHY BOTHER? THE GUY IS OBVIOUSLY A FAKE.

YOU THINK HE PADS HIS *BUNS?!*

BE SERIOUS, DAVIDA. I DON'T TRUST THIS CHARACTER.

OOOO! I CAN GUESS *WHO* YOU'RE DISCUSSING!

MIND IF I JOIN YOU GUYS FOR LUNCH?

SURE, NANCY... I COULD USE THE COMPANY... BUT MAYDAY'S GOT TO SLAM.

YOU AREN'T COMING WITH US?

SORRY, NANCE...

I HAVE AN APPOINT-MENT.

WE CAN DO LUNCH... *UHH...SOME* OTHER TIME.

CAN YOU BELIEVE THE *NERVE* OF THAT GIRL?

BAD ENOUGH *NANCY LU* IS MAKING EYES AT MY *BOYFRIEND*, SHE'S NOW HORNING IN ON MY TIME WITH *DAVIDA!*

CORRECT ME IF I'M WRONG, BUT YOU DIDN'T HAVE PLANS WITH DAVIDA.

YOU ARE SOOOOO MISSING THE POINT, NORMIE!

AM I?

PITY.

WHY DON'T YOU JUST CUT THE USUAL ANGST AND MAKE FRIENDS WITH THE GIRL?

KEEP IT UP, MR. OSBORN--

--AND YOU'LL BE *BACK* ON MY ENEMY LIST!

NOW, IF YOU'LL EXCUSE ME, I HAVE TO NAB A WALL-CRAWLING PHONY!

WHY ON EARTH WOULD I DO *THAT?*

IN CASE YOU HAVEN'T NOTICED, IT'S KIND OF YOUR *THING.*

YOU *ALWAYS* MAKE FRIENDS WITH YOUR ENEMIES.

ME.

RAPTOR.

I FIGURE IT'S ONLY A MATTER OF TIME BEFORE YOU START EXCHANGING *HALLMARKS* WITH THE *KINGPIN.*

BY THE WAY, SOMEONE FROM MY STEPFATHER'S LAW OFFICE IS COMING OVER LATER TO DISCUSS RAPTOR'S AMNESTY DEAL.

LET ME KNOW HOW IT TURNS OUT.

SURE...

...AND I'D LIKE TO HEAR MORE ABOUT THIS *BOYFRIEND* OF YOURS!

BOYFRIEND?!

DID YOU REALLY CALL JACK JAMESON YOUR BOYFRIEND?

KIND OF IRONIC, SINCE YOU TWO ARE BARELY SPEAKING.

THE FOREST HILLS FAIR IS BACK IN TOWN.

MAYBE YOU CAN PRY JJ AWAY FROM NANCY LU LONG ENOUGH TO--

HELLPPPP!

SOME-BODY PLEASE HELP ME!

HEADS UP, GIRL!

THIS LOOKS LIKE A JOB FOR--

GET OUT OF MY WAY, SWEET THING!

THERE'S A NEW WEB-SLINGER IN TOWN!

S-SWEET THING--?!

D-DID YOU JUST CALL ME SWEET THING?!?

SORRY IF I OFFENDED YOU, HON--

--BUT YOUR *FEELINGS* TAKE A BACK SEAT TO THIS WOMAN'S *SAFETY!*

NO *INNOCENT* WILL EVER SUFFER BECAUSE *SPIDER-MAN* FAILED TO ACT!

I...I CAN'T THANK YOU ENOUGH, YOUNG MAN.

IT WAS MY PLEASURE, MA'AM.

I WAS TAUGHT TO BELIEVE THAT WITH *GREAT POWER*, THERE SHOULD ALSO COME *GREAT RESPONSIBILITY.*

SAY WHAAAAA--?!?

WHERE'D YOU GET THAT *LINE*--

--AND WHAT GIVES YOU THE RIGHT TO CALL YOURSELF *SPIDER-MAN?*

LIKE *YOU* HAVE A RIGHT TO QUESTION *ME*--!

I HAVE THE PROPORTIONATE, *STRENGTH, SPEED,* AND *AGILITY* OF A SPIDER--

--WHILE YOU'RE MOUNTED ON A *GOBLIN-GLIDER!*

IF ANYONE HAS A SHAKY CLAIM TO THE *SPIDER-FRANCHISE*--

--IT AIN'T *ME,* BABE!

POLICE

THAT COSTUMED CREEP HAS GONE TOO FAR!

NOT ONLY HAS HE STOLEN MY NAME AND COSTUME, HE EVEN SEEMS TO HAVE FOUND A WAY TO MIMIC MY POWERS.

IF I DIDN'T KNOW BETTER, I'D SWEAR MYSTERIO HAS RISEN FROM THE GRAVE AGAIN.

THIS IS JUST THE KIND OF STUNT HE USED TO PULL IN THE OLD DAYS.

YEAH, BUT THAT'S WHEN YOU GUYS STILL HAD A THING GOING.

NEITHER ONE OF YOU HAS BEEN ACTIVE FOR-- WHAT? FIFTEEN? SIXTEEN YEARS NOW?!

HE'S BACK!

BUGLE

GAZETTE

TURNS! ER-MAN?

YOU DON'T UNDERSTAND, PHIL. THIS IS PERSONAL! SOMEONE IS TRYING TO STEAL MY IDENTITY.

HE MAY PLAN TO RUIN MY REPUTATION OR DRAW ME OUT OF RETIREMENT.

YOU CAN'T UNDER-STAND!

HE'S TRYING TO REPLACE ME!

CAN'T UNDER-STAND --?!

PHIL URICH'S OWN CAREER AS A SUPER HERO WAS CUT UNMERCIFULLY SHORT.

HE WAS RECENTLY REPLACED AS SPIDER-GIRL'S MENTOR BY ONE OF HER FORMER ENEMIES.

CAN'T UNDER-STAND --?!

AS MUCH AS HE'D LIKE TO VOICE HIS OWN COMPLAINTS, PHIL KNOWS THIS ISN'T ABOUT HIM.

AND SO HE EXTENDS A STEADY ARM --

--AND WHISPERS WORDS OF COMFORT AND SUPPORT.

MAYBE THE NEW SPIDEY IS RIGHT!

WHO NEEDS A POWERLESS SPIDER-GIRL WHEN YOU CAN HAVE A FULLY-FUNCTIONAL SPIDER-MAN?

WHY ARE YOU CLINGING TO THE HERO BIZ--

--WHEN EVEN YOUR OWN PARENTS THINK YOU SHOULD QUIT?

ISN'T THIS COMFY?

DAVIDA, JJ, AND NANCY --LOOKS LIKE EVERYONE'S HAVING A FINE TIME!

EVERYONE

EXCEPT

YOU.

YO, MAYDAY-- YOU OKAY?

YOU LOOK A LITTLE DOWN.

HEY, BRAD...

WHY THE LONG FACE?

ANY-THING I CAN DO?

NAH... EVERY-THING'S FINE... *REALLY!*

BELIEVE IT OR NOT, I WAS JUST THINKING ABOUT SCIENCE CLASS--

--AND HOW EVERYTHING IS CONSTANTLY *EVOLVING* AROUND US.

ARE WE HEADED FOR *DISASTER?*

I'M ONLY A COLLEGE INTERN, MR. OSBORN. YOU SHOULD ASK MR. NELSON WHAT HE THINKS.

I ASSUME YOU'RE SOME KIND OF LAW STUDENT, OR YOU WOULDN'T BE WORKING FOR MY STEPFATHER.

BEST GUESS--YOU *THINK* **RAPTOR** *HAS A SHOT AT AN AMNESTY DEAL?*

SHE IS PRESENTLY A FUGITIVE WHO ESCAPED POLICE CUSTODY WHILE ON TRIAL FOR ASSAULT AND A NUMBER OF ROBBERIES.

I THINK CHANCES ARE NOT GOOD.

THANK YOU FOR BEING HONEST, MISTER--

TYNE.

REILLY TYNE.

CAN I ASK A QUESTION? I UNDERSTAND YOU'RE FRIENDLY WITH *SPIDER-GIRL.*

HOW IS SHE REACTING TO THIS NEW *SPIDER-MAN?*

NOT GOOD-- *XFL STYLE!*

YOU HEADED FOR THE COURT, PARKER?

YEAH, NANCY... I HAVE A FREE PERIOD... AND I...

...I NEED TO BLOW OFF A LITTLE STEAM.

YOU UP FOR SOME *ONE-ON-ONE?*

I THOUGHT YOU *QUIT* BASKETBALL.

I...I MAY HAVE HAD REASONS TO *LEAVE* MY OLD TEAM... BUT I STILL *LOVE* THE SPORT.

NANCY LU USED TO GO TO CENTRAL HIGH.

SHE WAS THE STAR OF THEIR BASKETBALL TEAM UNTIL YOU LEARNED THAT SHE WAS A MUTANT--

--WHO WAS SECRETLY USING HER POWERS TO ENHANCE HER PLAY.

UNLIKE A CERTAIN SOMEONE WHO ONCE HAD THE PROPORTIONATE STRENGTH, SPEED, AND AGILITY OF A SPIDER.

S'FUNNY, YOU SUDDENLY REALIZE HOW MUCH YOU'VE MISSED COMPETING WITH HER...

BLAST THAT NORMIE OSBORN!

-:WHEW:- THANKS FOR THE GAME. IT WAS FUN.

YEAH... I REALLY ENJOYED IT.

POOR MOOSE!

HE'S BEEN HITTING THE WEIGHTS LIKE A MADMAN EVER SINCE HE BROKE HIS LEG DURING FOOTBALL PRACTICE.

HE'S DETERMINED TO COME BACK FROM THIS INJURY--

--AND REGAIN HIS SPOT ON THE TEAM.

NO ONE'S GOING TO REPLACE HIM!

AFTER SCHOOL LETS OUT, YOU PICK UP YOUR COSTUME, GLIDER, AND BAG OF TRICKS--

--AND HEAD FOR THE DAILY BUGLE.

THE NEW WEB-GUY SEEMS TO BE COPYING YOUR FATHER'S ACT--

--AND THAT'S GOT TO INCLUDE REGULAR TAUNTFESTS WITH PUBLISHER J. JONAH JAMESON.

YOU'RE STILL SCRATCHING SKY TWENTY MINUTES LATER WHEN YOUR HUNCH FINALLY PAYS OFF.

HEY, WEBHEAD --WAIT UP!

WHAT THE--?!

WHERE ARE YOUR MANNERS, GIRL? YOU SHOULD KNOW BETTER THAN TO SNEAK UP ON A FELLOW.

HE DIDN'T SENSE YOU BEHIND HIM?

INTERESTING!

LIKE I'M REALLY GOING TO TAKE *BEHAVIOR TIPS* FROM A CRETIN LIKE YOU!

TRYING TO SNAG ME WAS A BIG MISTAKE, MISTER.

A REALLY BIG MISTAKE!

WHAT ARE YOU BLATHERING ABOUT N--

EEEE YOWW!

I HOPE YOU AREN'T PRONE TO *AIRSICK-NESS.*

YOU DON'T HAVE THE *MASK* FOR IT--

--AND I SUDDENLY HAVE A NEED FOR *SPEED!*

WH-WHAT DO YOU *WANT* WITH ME--?!

A LITTLE *RESPECT* WOULD BE NICE.

YOU WERE VERY *RUDE* TO ME EARLIER.

I ALSO WANT TO KNOW WHY YOU'RE TRYING TO PASS YOURSELF OFF AS *SPIDER-MAN.*

YOU SHOULD *TALK--!*

AT LEAST I HAVE *SPIDER-LIKE POWERS--*

--LIKE THE ABILITY TO STICK TO WALLS!

YIKES!

A-ARE YOU A COMPLETE *LUNATIC?*

Y-YOU COULD HAVE *KILLED* ME WITH THAT STUNT!

DON'T BE SUCH A *CRYBABY!*

MISTER, YOU ARE *REALLLLLLLY* BEGINNING TO ANNOY ME!

YOU'VE GOT ACTUAL *PUMPKIN BOMBS?*

COOL!

I'VE ALWAYS DREAMED OF BEING IN ONE OF THOSE CLASSIC *SPIDER-MAN* VERSUS *GREEN GOBLIN* BATTLES.

HOW DOES IT FEEL TO PLAY THE VILLAIN?

VILLAIN --*MOI?!*

WEB-MISSILE --?!

HEY! YOU STARTED THIS FIGHT.

NOT THAT I'M COMPLAINING! I'VE BEEN ANXIOUS TO FIELD-TEST MY NEW *WEB-MISSILE.*

THE ORIGINAL *SPIDER-MAN* NEVER EMPLOYED ANYTHING AS CORNY AS A *WEB-MISSILE.*

CONSIDER IT A VARIATION ON A THEME!

BUT I DON'T HAVE TO RELY ON MERE GIMMICKS, GIRL--

--I'VE GOT THE TOTAL PACKAGE!

I AM THE MAN!

THE SPIDER-MAN!

÷UFFFT÷

G-GET OFF ME, YOU STUPID IDIOT!

I CAN'T STEER THE GLIDER WITH YOU ON MY BACK!

WE'RE GOING TO CRASH!

THAT'S THE GENERAL IDEA, SWEETHEART--

--YOU'RE A REAL DISAPPOINTMENT AS A GOBLIN!

I'M SERIOUS, MAN! THIS GLIDER IS ONLY A LONER, AND I PROMISED TO RETURN IT IN ONE PIECE.

RELAX! YOU WON'T LOSE YOUR SECURITY DEPOSIT ON MY ACCOUNT.

I'LL JUST WHIP YOU AWAY FROM THAT BOOTH, AND--

OH, NO! I DIDN'T NOTICE THE GENERATORS --!

KA-ZAKK!

OHMIGOSH!

A-ARE YOU ALL RIGHT, LADY?

TH-THIS WAS AN ACCIDENT.

I DIDN'T REALLY WANT TO HURT YOU.

I... I WAS JUST GOOFING AROUND.

TALK TO ME, GIRL!

PLEASE TELL ME YOU'RE GOING TO BE OKAY!

KAAATWAK

I'LL BE JUST FINE, BUDDY-BOY.

YOU, HOWEVER, MAY REQUIRE THE SERVICES OF A GOOD E.R.

IF YOU WANT TO GOOF AROUND --STICK TO VIDEO ARCADES!

LEAVE THE HERO THING TO PEOPLE WHO CARE!

RESPONSIBILITY IS MORE THAN JUST A SOUND BITE.

IT ISN'T AN EXCUSE TO DON A COSTUME OR BASH THE BADDIES.

IT'S LIKE AN ANGRY SNAKE THAT TWISTS IN YOUR MIND, AND FORCES YOU OUT INTO THE COLD--

--WHEN YOUR ONLY DESIRE IS TO COWER IN BED.

IT MAKES YOU LEAVE YOUR FRIENDS WHEN YOU'D RATHER BE PARTYING--

--AND SENDS YOU AGAINST LIVING NIGHTMARES WHO SINCERELY WANT YOU DEAD.

IT PUSHES YOU TO MAKE HARD CHOICES AND DO THE RIGHT THING --SIMPLY BECAUSE YOU SHOULD!

I'M TRYING TO TELL YOU WHAT IT MEANS TO BE A HERO, SMART GUY.

IT'S SOMETHING I'VE RECENTLY BEEN FORCED TO THINK ABOUT.

BUT I HAVE A DISTINCT ADVANTAGE OVER YOU.

I LEARNED FROM THE BEST--THE ORIGINAL MR. RESPONSIBILITY HIMSELF!

ARRRGH!

M-MY ENTIRE BODY FEELS LIKE IT'S ON FIRE.

A-ARE YOU SAYING THAT YOU KNOW THE REAL SPIDER-MAN?

THE ORIGINAL WEBHEAD ?!

WH-WHAT'S WITH ALL THE BLAH-BLAH GIRL?

I...I FEEL BAD ENOUGH FOR CRASHING YOU INTO THE GENERATOR.

YOU DON'T HAVE TO TRY TO TALK ME TO DEATH.

OOOOH, MAN--I CAN'T BELIEVE IT.

I AM HIS BIGGEST FAN.

WH-WHAT'S HE LIKE?

CAN YOU INTRODUCE ME?

GET OUT OF MY FACE!

MY HEAD IS ALL TINGLY... ...AND I...I FEEL LIKE... I'M GOING TO BE SICK.

YOU DIDN'T THROW THAT STICK--YOU *REPELLED* IT!

WH-WHAT--?!

HEY! SINCE WHEN ARE YOU QUICK ENOUGH TO AVOID MY PUNCHES --?

I-IT'S ALMOST LIKE YOU KNOW THEY'RE *COMING*.

H-HE'S RIGHT! YOU'RE SUDDENLY MOVING *FASTER* AND ARE FAR MORE *AGILE*.

YOU INSTINCTIVELY SENSE THE MOMENT HE *CATA-PULTS* FORWARD--

--AND FEEL THE STEEL PIPE *CLINGING* TO YOUR FINGERTIPS.

YOUR POWERS--THEY'VE FINALLY *RETURNED!*

YOU DON'T KNOW HOW OR WHY!

AND FRANKLY--AT THIS PARTICULAR MOMENT--YOU COULDN'T CARE *LESS!*

ALTHOUGH--

--SOMETHING FEELS A LITTLE DIFFERENT ABOUT THEM.

YEOW!

L-LET ME GO!

CORRECTION...

...MAKE THAT VERY DIFFERENT!

WH-WHAT ARE YOU DOING TO ME?

PUT ME DOWN!

I...I'M STUCK!

I CAN'T BREAK FREE!

I-- I DON'T KNOW HOW--

OH, MAN!

Y-YOU REALLY SUCKERED ME, GIRL.

I WAS TOTALLY CONVINCED YOU WERE POWERLESS UNTIL YOU KICKED INTO CLOBBERING MODE.

IT'S A PAINFUL AND HUMILIATING MISTAKE--

--THAT I'LL NEVER MAKE AGAIN!

WH-WHAT JUST HAPPENED?

HOW'D YOU PULL THAT STUNT?

HAVE YOUR OTHER POWERS BEEN ALTERED?

ISN'T THIS A SURPRISE?

YOU'RE THE VERY LAST PERSON I'D EXPECT TO FIND TRUSSED UP IN A WEB-COCOON.

NEED A HAND GETTING FREE?

NO, THANKS.

I DON'T NEED ANY HELP FROM YOU.

I ASSUME YOU RAN ACROSS THE NEW SPIDER-MAN.

WHAT'S HIS STORY, ANYWAY?

IS HE A TIME-TRAVELER, AN EVIL DUPLICATE, A CLONE...

...OR A VISITOR FROM AN ALTERNATE DIMENSION?

NOT THAT IT'S ANY OF YOUR BUSINESS, DARKDEVIL...

BUT I ACTUALLY THINK HE'S A DECENT GUY WHO SOMEHOW FOUND A WAY TO EMULATE HIS CHILDHOOD IDOL.

A FAN WHO THINKS HE CAN TURN PRO?

I HOPE YOU TRIED TO DISCOURAGE HIM.

LIKE YOU FAILED TO DO WITH ME?

-AHEM-

WHAT'S THIS RUMOR I'VE HEARD ABOUT YOU LOSING YOUR POWERS?

YOU SHOULDN'T BELIEVE ANYTHING YOU READ ON THE 'NET.

SPIDER-GIRL IS STILL FEELING LOOSE AND SLAMMING HEAT!

DAILY BUGLE

Saturday, February 19, 2117 Greater Metropolitan Edition

SPIDER-MAN DEAD?

YOU HOME ALREADY ?

HOW WAS TODAY'S PATROL ?

TO BE HONEST, MOM...IT WAS A LITTLE EMBARRASSING!

I RAN INTO *SPIDER-GIRL* AGAIN, AND SHE MADE ME LOOK LIKE A BIG JERK.

I'M SORRY TO HEAR THAT, SON.

SHE SAYS SHE KNOWS THE REAL *SPIDER-MAN*, AND QUESTIONS MY *RIGHT* TO THE NAME.

DOES SHE--?

THAT'S *INTERESTING*--

--AND IT PRETTY WELL *CONFIRMS* MY SUSPICIONS ABOUT HER.

MAYBE WE SHOULDN'T HAVE COPIED THE COSTUME, BUT YOU CERTAINLY HAVE A LEGITIMATE CLAIM TO THE NAME.

TRUST ME, SON! YOU WERE ALWAYS DESTINED TO BE THE NEXT *SPIDER-MAN*.

THE END
...for Now!

MARVEL COMICS

SPIDER-GIRL

APPROVED BY THE COMICS CODE AUTHORITY

#34

DEPALCO
OLLIFFE
WILLIAMSON

The daughter of the original Spider-Man, ***May "Mayday" Parker*** *has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines!*

Stan Lee presents...

SPIDER-GIRL!™

OVERKILL!

YOUR NAME IS MAY "MAYDAY" PARKER, AND YOU ARE THE DAUGHTER OF THE ORIGINAL SPIDER-MAN.

YOU LOST YOUR AMAZING SPIDER-LIKE POWERS A FEW WEEKS AGO, BUT THEY HAVE SUDDENLY RETURNED.

INSTEAD OF CELEBRATING WITH A HAPPY DANCE, YOUR FATHER HAS TAKEN YOU TO FANTASTIC FIVE HEADQUARTERS AND...

WHAT A REVOLTIN' DEVELOPMENT!

I FEEL LIKE A BLASTED FOOL STUCK T' THIS DUMB POLE!

STOP COMPLAINING, THING! I AM TRULY FASCINATED BY THE WAY SPIDER-GIRL'S ABILITY TO ***STICK*** TO WALLS HAS SOMEHOW EVOLVED--

--INTO SOME KIND OF ***BIO-MAGNETIC POWER.***

TOM DEFALCO & PAT OLLIFFE • SCRIPT, PLOT & PENCILS
AL WILLIAMSON • INKER
JOHN WORKMAN • LETTERER
CHRISTIE SCHEELE & HEROIC AGE • COLORIST
FRANK DUNKERLEY • ASSISTANT EDITOR
MATT HICKS • EDITOR • JOE QUESADA • EDITOR IN CHIEF
BILL JEMAS • PRESIDENT

I AM CURIOUS ABOUT THE EXTENT OF YOUR CONTROL.

PLEASE CONCENTRATE, AND SEE IF YOU CAN RELEASE THE *THING*.

SAY *WHAT* --?!

UHHH...

OKAY.

WAS THAT *REALLY* NECESSARY?

NAH, BUT IT SURE WAS *FUN*.

YOU NEEDN'T WORRY ABOUT BEN! HIS WEEKLY SUPPLY OF *PIZZAS* KEEPS HIM WELL-PADDED FOR THESE OCCASIONS.

YUCK IT UP ALL YOU WANT, TORCHIE... BUT I AIN'T SHARIN' NO MORE PEPPERONI SPECIALS WIT' YOU.

THANKS FOR ARRANGING THIS, JOHNNY.

WHAT ARE FRIENDS FOR, PETE? BESIDES, YOU HEARD *BIG BRAIN*. HE LOVES TO INVESTIGATE NEW SUPER-POWERS.

BY THE WAY, HOW ARE *YOU* DOING--?

I ASSUME YOU'RE ASKING ABOUT MY REACTION TO THE *NEW SPIDER-MAN* WHO'S BEEN SPOTTED AROUND TOWN.

I DON'T KNOW *WHO* THIS GUY IS, OR *WHAT* HE WANTS--

--BUT HE HAS NO RIGHT TO STEAL MY *NAME* AND *REPUTATION*.

I HAVE A GOOD MIND TO ASK *REED* TO PULL THAT OLD *BIONIC* LEG OUT OF STORAGE AND--

WHOA! WHOA!

FIRST, BIG BRAIN NEVER COMPLETED IT BECAUSE YOU DECIDED TO...

...RETIRE FROM CRIME-FIGHTING.

AND YOUR WIFE WOULD *KILL* ME IF I HELPED YOU GET BACK INTO YOUR WEBS.

WE'VE RUN ENOUGH TESTS FOR ONE DAY.

I NEED TO ASSESS THE DATA WE'VE ALREADY ACCUMULATED.

YOU HAVE ANY IDEA WHY MY POWERS RETURNED...

...OR *WHERE* THIS NEW ABILITY SUDDENLY CAME FROM?

SINCE AN *ELECTRICAL SHOCK* ORIGINALLY CAUSED THEM TO VANISH, I CAN ONLY ASSUME--

HEY, GANG!

WE'VE GOT A PROBLEM, AND--

HHHHHEY, SPIDER-GIRL! NOBODY TOLD ME YOU WERE HERE.

HOW'S IT GOING?

A LOT BETTER NOW, FRANKLIN.

I-IS *PSI-LORD* FLIRTING WITH MY DAUGHTER?

DOESN'T HE KNOW HOW OLD SHE IS?

PROBABLY NOT.

BIG BRAIN AND I HAVEN'T SHARED YOUR SECRET IDENTITY--OR *HER* CONNECTION TO YOU-- WITH THE OTHERS.

I ACTUALLY THINK THEY MAKE A *CUTE* COUPLE.

YOU WOULD.

WHAT'S *WRONG*, FRANKLIN?

IT'S *LYJA*--!

SHE SPOTTED SOMETHING ON THE LONG-RANGE *SPACE SCANNERS*, AND THINKS WE NEED TO ASSEMBLE IN THE *COMMAND CENTER*.

HHHHOLY--

SHHHHH! MS. FANTASTIC IS SPEAKING!

AS YOU CAN SEE... AN ALIEN SPACECRAFT APPEARS TO BE HEADED TOWARD *EARTH.*

ACCORDING TO MY CALCULATIONS, IT WILL BE WITHIN FIRING RANGE OF THE PLANET'S *ORBITAL DEFENSIVE GRID* IN TWO HOURS.

AND YOU THINK WE SHOULD *INTERCEPT* THIS SHIP AND TRY TO DETERMINE ITS *INTENTIONS* BEFORE THE SITUATION HEATS UP?

THESE ALIENS MAY BE *PEACEFUL,* AND WE COULD AVOID A POTENTIAL *MISUNDERSTANDING* BY BEING A LITTLE PROACTIVE.

YEAH, SURE... MAYBE THEY'RE JUST LOOKIN' FOR A PLACE T' PICNIC.

DO YOU GUYS NEED HELP OR ANYTHING?

I...I'D LOVE TO COME ALONG.

WH-- WHAT --?!?

THANKS FOR THE OFFER, SPIDER-GIRL... BUT... *UHHHHH* ...OUR LIABILITY INSURANCE PREVENTS US FROM TAKING PASSENGERS INTO SPACE.

THIS IS STRICTLY AN F5 JOB.

CAN YOU BELIEVE HOW HE BLEW ME OFF?

LIABILITY INSURANCE --?!

YEAH, RRRRRRIGHT!

THE *THING* IMMEDIATELY STARTED LAUGHING, AND *FRANKLIN* COULDN'T EVEN LOOK ME IN THE FACE.

AND MY DAD--*I THOUGHT HE WAS GOING TO HAVE A* ***CORONARY*** *WHEN I VOLUNTEERED!*

MY POWERS HAVE FINALLY RETURNED--*WHY* ***CAN'T I USE*** *THEM?!*

YOUR DAD DOESN'T WANT YOU CONFRONTING MYSTERIOUS ALIENS IN OUTER SPACE-- *GO FIGURE!*

A LITTLE ***SUPPORT*** WOULD BE NICE, NORMIE.

I DON'T EVEN KNOW WHY HE DRAGGED ME TO THE *F5*--

--WHEN HE KNOWS HOW ***BIG BRAIN*** CREEPS ME OUT.

YOU CAN'T BLAME YOUR DAD FOR BEING PROTECTIVE, MAY.

BE HAPPY HE CARES!

AS FOR YOUR POWERS... HE JUST WANTS SOME REASSURANCE THAT THEY WON'T CUT OUT ON YOU AGAIN.

I...

...I GUESS.

BY THE WAY, DON'T FORGET TO MEET ME AT THE ***SANITARIUM*** AFTER SCHOOL...

SOMEONE FROM MY STEPFATHER'S LAW OFFICE IS COMING TO DISCUSS ***RAPTOR'S*** PARDON.

HE'S A GUY NAMED ***REILLY TYNE,*** AND HE KIND OF REMINDS ME OF SOMEONE WE BOTH KNOW.

OH, YEAH?

SWELL.

YOU'RE REALLY LIVING LA VIDA LOCA, GIRL!

WHILE THE F5 FLIES OFF TO SAVE THE WORLD, YOU GET TO MEET WITH LAWYERS ON BEHALF OF SOMEONE WHO ONCE TRIED TO OFF YOU.

THERE'S ALSO THE NEW **SPIDER-MAN** IN TOWN, WHO WANTS TO REPLACE YOU --

--AND YOUR BUDDY THE **BUZZ** IS STILL WANTED BY THE AUTHORITIES.

THERE ARE DEFINITELY TIMES WHEN BEING A FRIENDLY NEIGHBORHOOD WEB-SLINGER ISN'T ALL IT'S--UH-OH!

ODD! THE WAY YOUR **SPIDER-SENSE** WAS SUDDENLY TINGLING, IT ALMOST FELT LIKE SOMEONE WAS TRYING TO SNEAK UP ON YOU.

KEK

MUST HAVE BEEN YOUR IMAGINATION!

SPIDER-GIRL MUST DIE!

I'M TELLING YOU, MAN-- I HAD A REAL SWEET DEAL UNTIL THAT WEB-FACED WITCH RUINED EVERYTHING!

YEAH, YEAH, TONY... YOU'VE TOLD ME ALL ABOUT YOUR EX-GIRL-FRIEND.

HOW SHE TOOK THE *RISKS*, AND YOU CLAIMED THE *PROFITS*.

YOU FINISHED WITH MY NEW *HARNESS* YET?

JUST ABOUT...

WE STILL GOT A *DEAL*, RIGHT?

LOOK, TONY... I TOLD YOU I'D HELP YOU GET A LITTLE PAYBACK, AND *MR. NOBODY* ALWAYS KEEPS HIS WORD.

BESIDES, I HAVE MY OWN REASONS FOR CAPPING *SPIDER-GIRL*.

YOU *SURE* THESE ADJUSTMENTS WILL WORK?

ONLY *ONE WAY* TO FIND OUT--!

TONY, YOU'RE A *GENIUS!*

MY HARNESS ALWAYS GAVE ME THE POWER TO *TELEPORT*.

THANKS TO YOU, I CAN NOW GO *INTANGIBLE* AS WELL.

SPIDER-GIRL'S GONNA GET HER BUTT KICKED!

MIDTOWN HIGH SCHOOL

THIS AIN'T *FUNNY*, RALPHIE.

SPIDER-GIRL WAS THERE FOR US WHEN WE NEEDED HER.

ANCIENT HISTORY, MOOSE.

WHAT HAS SHE DONE FOR US *LATELY*?

THE NEW SPIDER-MAN *RULES!*

FORGET HER, DUDE! HER DAY IS LONG OVER.

SWELL! AS IF YOU DIDN'T HAVE YOUR OWN INSECURITIES, THE LOCAL EINSTEINS ARE NOW DEBATING YOUR WORTH.

THIS WOULDN'T BE HAPPENING IF YOU BELONGED TO A TEAM LIKE--HHHHEY! WHAT'S WITH JJ? HE LOOKS LIKE A VERY UNHAPPY CAMPER.

YOU'RE THE TECH GUY-- YOU WORK IT OUT!

EASY FOR YOU TO SAY, COWBOY.

IT'S YOUR FAULT WE'RE IN THIS MESS.

YO, MAYDAY --WE GOTTA TALK, GIRL!

I'VE GOT *BIG* NEWS.

WH-WHAT *IS* IT, DAVIDA?

IS THIS ABOUT THE *ALIEN* SPACE-SHIP --?

SPACESHIP?! WHY WOULD I KNOW ANYTHING ABOUT SOME DUMB-- OH, MAMA!

DON'T LOOK!

WHAT-EVER YOU DO, PLEASE DON'T TURN AROUND.

WH-WHAAAA--?!

CATCH A CLUE, GIRL -- AND LOWER YOUR VOLUME! I'M TRYING TO BE SUBTLE HERE.

YOUR EX IS TALKING TO A MAJOR HOTTIE.

OKAY, YOU CAN PEEK NOW. THEY'RE WALKING AWAY...

I ALREADY SAW HIM, DAVIDA... AND I WASN'T ALL THAT IMPRESSED.

DOES THIS BIG NEWS OF YOURS HAVE ANYTHING TO DO WITH THE FANTASTIC FIVE?

OUHHHH! LIKE I COULD REALLY CARE ABOUT THEM WHEN FINGEROTH'S IS HAVING A CLEARANCE SALE.

ALL LEATHER BOOTS --50% OFF!

50%!

SO YOU HAVEN'T HEARD ANYTHING ABOUT--

FINGEROTH'S ?!?

50% OFF ?!?

D-DID I JUST OVERHEAR SOMETHING ABOUT A BOOT SALE AT FINGEROTH'S?

KEEP YOUR VOICE DOWN, NANCY!

WE DON'T WANT TO START A RIOT.

WHEN DOES THE SALE START?

THIS AFTER-NOON!

I SUGGEST WE HIT THE STORE AS SOON AS SCHOOL'S OVER.

I... I MAY BE A LITTLE LATE.

WHATEVER, GIRL --BUT DON'T EXPECT US TO WAIT, WHEN IT COMES TO LEATHER BOOTS, IT'S EVERY GIRL FOR HERSELF!

I'M GOING TO *FLATTEN* SPIDER-GIRL THE NEXT TIME I SEE HER!

AREN'T YOU *OVERREACTING* JUST A LITTLE?

YOU WEREN'T *THERE,* MOM.

YOU DIDN'T SEE HOW SHE *HUMILIATED* ME.

AND SHE HAS ABSOLUTELY NO *RIGHT* TO QUESTION MY DECISION TO CALL MYSELF *SPIDER-MAN.*

WELL, THERE'S A CHANCE SHE *DOES.*

I'LL HAVE TO CHECK WITH AN OLD FRIEND BEFORE I KNOW FOR SURE.

YOU DO THAT.

IN THE MEANTIME, I'M GOING TO FIND *LITTLE MISS WEBS* AND ENJOY MY VERY FIRST *GRUDGE-FEST.*

I DON'T BELIEVE IT! THE WORLD COULD BE ON THE BRINK OF EXTINCTION--

MIDTOWN HIGH SCHOOL

--BUT THE RADIO JUST TALKS ABOUT THE STOCK MARKET.

I'M SORRY, MAY. I CAN'T SEEM TO FIND A SINGLE MENTION ABOUT THE FANTASTIC FIVE ON A MISSION TO SPACE--

--AND I EVEN CHECKED THEIR WEB PAGE BEFORE WE CAME DOWN TO LUNCH.

THANKS ANYWAY, COURTNEY.

BY THE WAY, I SAW MOOSE EARLIER-- AND HE SEEMS TO BE GETTING AROUND OKAY.

YEAH, BUT HE REALLY HATES THAT CRUTCH.

HE'S SO AFRAID HE'LL GET CUT FROM THE FOOTBALL TEAM IF HIS LEG DOESN'T HEAL PROPERLY.

I'VE BEEN TRYING TO HELP HIM WITH HIS EXERCISES, BUT I DON'T KNOW ANYTHING ABOUT THAT PHYSICAL STUFF.

YOU'RE AN ATHLETE.

ANY CHANCE YOU COULD WORK OUT WITH HIM?

UHHH... SURE.

GREAT! I KNEW I COULD COUNT ON YOU.

PARKER! I NEED A MINUTE OF YOUR PRECIOUS TIME.

I... I'LL BE RIGHT WITH YOU, COACH THOMPSON.

I GOTTA GO, COURT.

NO PROBLEM! WE CAN WORK OUT THE DETAILS LATER.

WHAT'S UP, COACH?

I TOLD YOU AND DAVIDA TO COZY UP TO NANCY LU. HOW'S THAT GOING? HAVE YOU MANAGED TO CONVINCE HER TO JOIN OUR BASKETBALL TEAM?

NOT YET.

W-WE'RE STILL WORKING ON HER.

KEEP AT IT! WE REALLY NEED HER OUTSIDE SHOT.

BROTHERRR! NOW YOU KNOW HOW SECOND-STRINGERS LIKE THE STEEL SPIDER MUST HAVE FELT.

WHILE THE F5 IS OUT CONFRONTING ALIEN SPACESHIPS, YOU'RE BEING ASKED TO RECRUIT BALLPLAYERS --

--AND EXERCISE WITH HIGH SCHOOL JOCKS.

HE'S YOUR FIRST *TARGET* --!

HIS NAME'S *REILLY TYNE*, AND HE WORKS FOR SOME BIG SHOT LAWYER WHO'S REPRESENTING MY *EX*.

I FIGURE *RAPTOR* WILL GET THE MESSAGE IF WE POP HIM.

SHE NEVER SHOULD HAVE BAILED ON ME, MAN.

I'VE GOT TO HAND IT TO YOU, TONY--YOU'VE *BROUGHT* **STALKING** TO A WHOLE NEW LEVEL!

A DEAL IS A DEAL...

...BUT I REALLY THINK YOU NEED TO GET *OUT* MORE.

AFTER BEING POWERLESS FOR MONTHS, YOU ARE SUDDENLY BACK TO BEING SPIDER-GIRL, AND **BIG DEAL!**

ABSOLUTELY NOTHING HAS CHANGED.

YOUR PARENTS STILL WORRY ABOUT YOU DOING THE WEB THING.

YOUR SOCIAL LIFE IS STILL A DISASTER.

AND YOU STILL DON'T GET ANY RESPECT.

COULD LIFE BE ANY MORE UNFAIR?!

PROBABLY...

YOU COULD ALSO MISS THE SALE AT FINGEROTH'S.

PERISH FORBID!

HEY, GUYS! I HOPE I DIDN'T KEEP YOU WAITING.

YOUR TIMING COULDN'T BE BETTER.

I SEE I'M NOT THE ONLY ONE WHO APPRECIATES THE ATRIUM'S BIG WINDOWS.

THEY'RE PRETTY HANDY FOR PEOPLE LIKE US, RAP.

GOOD AFTERNOON, MR. OSBORN. I ASSUME THIS YOUNG LADY IS RAPTOR, AND-- OH!

I...

...I DIDN'T REALIZE THAT SPIDER-GIRL WOULD ALSO BE HERE.

I FIGURED YOU SHOULD GET TO KNOW EACH OTHER.

I'M REILLY TYNE.

I-IT'S A PLEASURE TO FINALLY MEET YOU.

SAME HERE.

WE'RE COUNTING ON YOU TO GET A GOOD DEAL FOR OUR GIRL.

MY BOSS... MR. NELSON... WILL HANDLE THE ACTUAL NEGOTIATIONS WITH THE DISTRICT ATTORNEY.

I'M JUST HERE TO GATHER SOME PRELIMINARY INFORMATION.

CAN WE TALK IN PRIVATE?

OKAY...

WELL?! WHAT DO YOU THINK?

ABOUT TYNE?

A BIT OF A STIFF...

...BUT I GUESS HE'S KIND O' CUTE.

DOESN'T HE REMIND YOU OF YOUR *FATHER?*

EEEE-YUKKK!

ARE YOU *TRYING* TO GROSS ME OUT?

I ALREADY SAID THE GUY WAS *CUTE.*

MY DAD IS DEFINITELY *NOT* CUTE.

HE'S...

HE'S...

JUST MY DAD!

I HAVE EVERYTHING I NEED FOR THE MOMENT, MR. OSBORN.

I'LL WALK YOU OUT, TYNE.

SOOOO?! WHAT'S THE *DEAL* WITH THIS OSBORN GUY? ARE YOU TWO AN ITEM?

ME AND NORMIE-- *NO WAY!*

GLAD TO HEAR THAT! IS HE *SEEING* ANYONE?

Y-YOU'RE *INTERESTED* IN NORMIE? *NORMIE?!?*

WHAT DO YOU THINK, TYNE? DOES RAPTOR HAVE ANY CHANCE OF GETTING A PARDON?

I WON'T LIE TO YOU, OSBORN. THE CHANCES SEEM PRETTY SLIM.

SHE'S AN ESCAPED FUGITIVE WHO ONCE CRIPPLED A MAN WHILE COMMITTING A FELONY.

I DON'T KNOW IF SHE'S PREPARED TO SERVE ANY JAIL TIME, OR-- *WHAT TH--?!*

GOOD AFTERNOON, MR. TYNE.

I'M AFRAID THAT YOU HAD THE POOR FORTUNE TO BE ASSIGNED THE WRONG CLIENT.

BUDDA

BUDDA BUDDA BUDDA

BUDDA BUDDA BUDDA BUDDA

DOWN, MAN! GET DOWN!

THAT'S MISTER NOBODY!

Y-YOU KNOW HIM--?!

NO, BUT I TRY TO KEEP UP ON THE LOCAL CRIME SCENE.

HEY, NOBODY! YOU LOOKING FOR ME--?

SPIDER-GIRL AND RAPTOR --?

OH, GREAT! I SHOULD HAVE KNOWN BETTER THAN TO ASSOCIATE WITH A PSYCHO JOB LIKE TONY.

T-TONY? DO YOU MEAN MY TONY?!

WHERE IS THE NO-GOOD, DOUBLE-CROSSING, LYING SACK OF SAP?

I THOUGHT WE WERE A TEAM... BUT HE MADE A DEAL WITH THE DA AS SOON AS WE WERE BUSTED... AND TRIED TO PIN OUR ENTIRE CRIME WAVE ON ME.

-UGGH- MEN CAN BE SUCH PIGS-- ESPECIALLY THOSE OF THE CRIMINAL VARIETY!

STAY COOL, TYNE! I'M SURE THE LADIES CAN-- TYNE?!

TYNE --?!

CAREFUL, RAPTOR! I'VE FOUGHT THIS CLOWN BEFORE. HE'S A LOCAL CRIME LORD WITH THE ABILITY TO TELEPORT, AND--

WHAT THE HEY!?!

TH- THIS IS NEW.

NICE ADDITION TO MY POWER ARRAY, HUH?

HOPE YOU LIKE IT.

I INSTALLED IT WITH YOU AND YOUR FEATHERED FRIEND IN MIND.

BUDDA BUDDA BUDDA BUDDA

I...I'M GOING TO SHRED THAT WISE-MOUTHED MOOK!

UHHHHH ...RAP?

YOU'VE REFORMED, REMEMBER?

GOOD GUYS DON'T SHRED.

WE MERELY TRY TO CAPTURE THE BADDIES--

--AND TURN THEM OVER TO THE AUTHORITIES!

NICE THEORY...

BUT I DOUBT IT APPLIES IN MY CASE.

IT'S IMPOSSIBLE TO HARM SOMEONE WHO CAN'T BE TOUCHED.

I WISH I COULD DESCRIBE THE EXPERIENCE.

I FIND IT QUITE LIBERATING.

YOUR SPIDER-SENSE IS SUDDENLY TINGLING.

IT MUST BE WARNING YOU THAT--

SOMEONE'S BEEN EXAGGERATING.

WHA-- WHO?!?

THE NAME'S DARKOEVIL, AND I JUST HAPPENED TO BE PASSING THROUGH THE NEIGHBORHOOD WHEN I HEARD GUNSHOTS.

NICE TO MAKE YOUR ACQUAINTANCE--

--BUT KEEP YOUR HANDS OFF THE MERCHANDISE.

IF YOU BREAK ME, I'M YOURS!

OH, MAN!

THIS IS SO TOTALLY COOL!

I CAME OUT LOOKING FOR SPIDER-GIRL, AND RAN RIGHT INTO THE MIDDLE OF A SUPER-SMACKDOWN.

I HOPE YOU GUYS DON'T MIND, BUT THIS PARTY IS ABOUT TO BE CRASHED BY--

--THE AMAZING SPIDER-MAN!

OH, NO--!

NOT THIS JERK!

EVERYBODY, PLEASE--!

THIS ISN'T WORKING.

WE NEED A BETTER PLAN.

FOUR COSTUMED CRIME FIGHTERS AGAINST A SINGLE GUNMAN--

--AND HE'S MAKING YOU ALL LOOK LIKE FOOLS.

AT THIS RATE, SOMEONE IS BOUND TO CALL IN THE AVENGERS AND THE FANTASTIC FIVE.

WOULDN'T THAT BE JUST SWELL?

TIME TO TAKE CONTROL, GIRL!

YOU HAVE TO BUILD UP YOUR MOMENTUM, AND STRIKE AS SOON AS YOU'RE-- NOW!

LET'S GO!

GO!

GO!

NICE MANEUVER, SPIDER-GIRL--

--BUT YOUR TIMING WAS A TAD OFF.

I HATE TO CUT THE FESTIVITIES SHORT--

--BUT I SEEM TO HAVE RUN OUT OF AMMUNITION.

THIS WAS SUPPOSED TO BE A SIMPLE POP, SO I DIDN'T BRING MANY SPARE CLIPS, AND THESE AUTOMATIC WEAPONS--YOU WOULDN'T BELIEVE HOW MANY BULLETS I GO THROUGH!

THIS WAS *FUN!*

WE SHOULD DO IT AGAIN.

YEAH...

RRRRRIGHT!

YOU'RE STILL STEAMING AN HOUR LATER WHEN...

HELLO, FRANKLIN?

YEAH.

I'M SURPRISED YOU RECOGNIZE MY VOICE.

ANYWAY, I'M CALLING TO SEE HOW YOU GUYS MADE OUT WITH THAT *ALIEN* SPACESHIP DEAL.

ALIEN SPACE-- *OH!* WE WRAPPED THAT UP HOURS AGO.

WE ALSO FOUGHT ***THREE*** MAJOR SUPER-VILLAINS AND SAVED THE WORLD FROM DESTRUCTION AT LEAST ***TWICE*** SINCE WE LAST-- *HELLO?*

SPIDER-GIRL?

YOU STILL *THERE*, SPIDER-GIRL?

SPIDER-GIRL?

YOUR NAME IS **MAY "MAYDAY" PARKER**, AND YOU **LOST** YOUR AMAZING **SPIDER-LIKE POWERS** A FEW WEEKS AGO.

THOUGH THEY'VE SUDDENLY RETURNED--

--YOU'RE MORE DEPRESSED THAN EVER.

ON THE OTHER HAND...

THERE'S A LOT **MORE** TO LIFE THAN WEBS.

Fingeroth's

SOME COSTUMED HEROES SAVE WORLDS.

OTHERS ARE OF THE FRIENDLY NEIGHBORHOOD VARIETY!

young m

WHATEVER!

YOU'RE AT THE BEGINNING OF A MAJOR CLEARANCE SALE--

--AND YOU HAVEN'T EVEN GOTTEN TO THE **BOOTS** YET!

THE END...for Now!

MARVEL COMICS

SPIDER-GIRL

APPROVED BY THE COMICS CODE AUTHORITY

#35

DEFALCO
OLLIFFE
WILLIAMSON

The daughter of the original Spider-Man, ***May "Mayday" Parker*** *has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines!*

Stan Lee Presents...

SPIDER-GIRL!

LINE OF FIRE

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YOUR NAME IS MAY "MAYDAY" PARKER.

YOU ARE THE DAUGHTER OF THE ORIGINAL SPIDER-MAN--

--BUT WEB-SWINGING IS THE FURTHEST THING FROM YOUR MIND AS YOU HEAD FOR SCHOOL THIS FINE MORNING.

YOU'RE ENJOYING THE LOOK AND FEEL OF YOUR NEW LEATHER BOOTS--

--WHEN YOUR SPIDER-SENSE SUDDENLY BEGINS TO TINGLE AND WARN YOU OF DANGER.

IN A FLASH, YOU INSTINCTIVELY KNOW THAT SOMEONE IS FOLLOWING YOU--

--AND THIS ISN'T THE FIRST TIME!

DURING THE PAST WEEK, YOU'VE SENSED YOUR STALKER ON AT LEAST FOUR OTHER OCCASIONS.

IS IT SOMEONE WHO KNOWS OR SUSPECTS YOU'RE SPIDER-GIRL?

HAS YOUR SECRET IDENTITY BEEN COMPRO-MISED?

MAYBE YOU SHOULD TRY TO CIRCLE AROUND BEHIND--

HEY, MAYDAY-- LOOKING SHARP, GIRL!

WHAAA-- DAVIDA?

NANCY?

WHAT'S UP, GUYS?

WE WERE JUST COMPARING OUR NEW FOOTWEAR, AND IT LOOKS LIKE YOU HIT THE BIG SALE, TOO.

OOOO! I WANTED THOSE BOOTS, BUT THEY DIDN'T HAVE A PAIR SMALL ENOUGH TO FIT ME.

SMALL ENOUGH--?

SMALL ENOUGH--?!

NANCY LU IS REALLY CRUISING FOR A--

ANY OF YOU LADIES SEEN COURTNEY THIS MORNING?

I JUST HEARD SOME IMPORTANT NEWS ON THE RADIO.

DOES IT HAVE ANYTHING TO DO WITH SPIDER-GIRL?

MOOSE HAS SOMEHOW GOTTEN IT INTO HIS THICK SKULL THAT COURT'S THE WEB-STUNNER, AND YOU CAN'T SEEM TO DISABUSE HIM.

DON'T LOOK AT ME *THAT* WAY, MAYDAY! THIS IS REAL SERIOUS.

SOMEBODY BROKE *FUNNY FACE* OUT OF JAIL LAST NIGHT--

--AND THAT PSYCHO HAS A MAJOR *JONES* FOR SPIDER-GIRL.

THIS DAY IS CERTAINLY OFF TO A GREAT START.

FUNNY FACE IS ONE OF YOUR DEADLIEST FOES.

COULD HE BE THE ONE WHO'S DOGGING YOU?

I'M GLAD I COULD BE OF SERVICE.

SO AM I, MISTER-- SAY! WHAT IS YOUR NAME, ANYWAY?

CANIS. I AM KNOWN SIMPLY AS CANIS.

FINE! YOU CAN CALL ME MISTER FACE...OR FUNNY, FOR SHORT.

ANYWAY, WHILE BUNKY AND I CERTAINLY APPRECIATE YOUR EFFORTS ON OUR BEHALF, WE REALIZE THAT YOU DIDN'T LIBERATE US OUT OF THE KINDNESS OF YOUR HEART.

VERY ASTUTE OF YOU, MR. FACE.

I AM JUST A BUSINESSMAN, WITH A HUMBLE DREAM--A DREAM OF UNITING ALL THE INDEPENDENT CRIME FAMILIES UNDER MY LEADERSHIP.

CANIS KENNELS

GENESIS

YOU'RE PLANNING TO REPLACE THE KINGPIN OF CRIME, AND YOU WANT MY HELP?

A MAN OF YOUR CONSIDERABLE TALENTS COULD CERTAINLY SMOOTH THE TRANSITION--

--AND YOU WILL FIND ME QUITE GRATEFUL.

I UNDERSTAND YOU HAVE A GRIEVANCE AGAINST SPIDER-GIRL.

AS A GESTURE OF GOOD WILL, SHE WILL BE TOSSED TO THE WOLVES--

--IF YOU GET MY MEANING.

I...

I DON'T KNOW ABOUT YOU, BUNKY...

...BUT I'M REALLY STARTING TO LIKE THIS GUY!

OH, NOOOOO!

MIDTOWN HIGH SCHOOL

THIS CAN'T BE GOOD!

NOW THAT'S AN UNDERSTATEMENT, JJ --AND A GOOD EXAMPLE OF THE PITFALLS OF DATING TWO GIRLS AT THE SAME TIME!

I'LL BET MAYDAY AND NANCY ARE COMPARING YOUR CORNIEST LINES.

YOU ARE SOOOOO BUSTED, MAN!

YOU FIND THIS AMUSING, BRAD?

AT LEAST I ACTUALLY DATED MAYDAY.

NOT LIKE YOU.

I HEAR YOU DIDN'T EVEN HAVE THE STONES TO ASK HER OUT.

YOU'RE WAY OFF BASE, JAMESON.

MAYDAY AND I ARE JUST ...FRIENDS.

BESIDES, I'M SEEING HEATHER NOW.

LIKE YOU WOULDN'T DITCH HER IN A NEW YORK MINUTE IF PARKER EVEN GLANCED IN YOUR DIRECTION.

I'M THROUGH PLAYING NICE!

EVERY TIME I RUN INTO *SPIDER-GIRL*, SHE GIVES ME *ATTITUDE*.

WHAT MADE *HER* THE BOSS OF THE ORIGINAL WEB-SLINGER'S LEGACY?

MY POWERS ARE JUST AS *GOOD* AS HERS --MAYBE EVEN *BETTER!*

OKAY, MAYBE I SHOULD HAVE PATTERNED MY COSTUME AFTER THE ONE *YOU* USED TO WEAR--

--BUT I STILL HAVE A RIGHT TO CALL MYSELF *SPIDER-MAN.*

YOU CERTAINLY *DO*, DEAR--

--BUT THERE'S A CHANCE *SHE* DOES, TOO.

I'M TRYING TO REACH AN OLD FRIEND WHO MAY BE ABLE TO SHED A LITTLE LIGHT ON HER BACK-GROUND.

OKAY, MOM, BUT I THINK I SHOULD JUST *FLATTEN* THAT WALL-CRAWLING WITCH.

YOU HAVE REACHED THE *PARKER* RESIDENCE, BUT NO ONE CAN TAKE YOUR CALL AT THE MOMENT.

PLEASE LEAVE YOUR NAME AND NUMBER, AND WE'LL GET BACK TO YOU.

KLIK

SPIDER-GIRL MUST DIE!

IN ORDER TO ENTICE *FUNNY FACE* INTO OUR ORGANIZATION, I HAVE AGREED TO ELIMINATE HER WITHIN THE NEXT TWENTY-FOUR HOURS.

I TRUST YOU GENTLEMEN WON'T MAKE A *LIAR* OF ME.

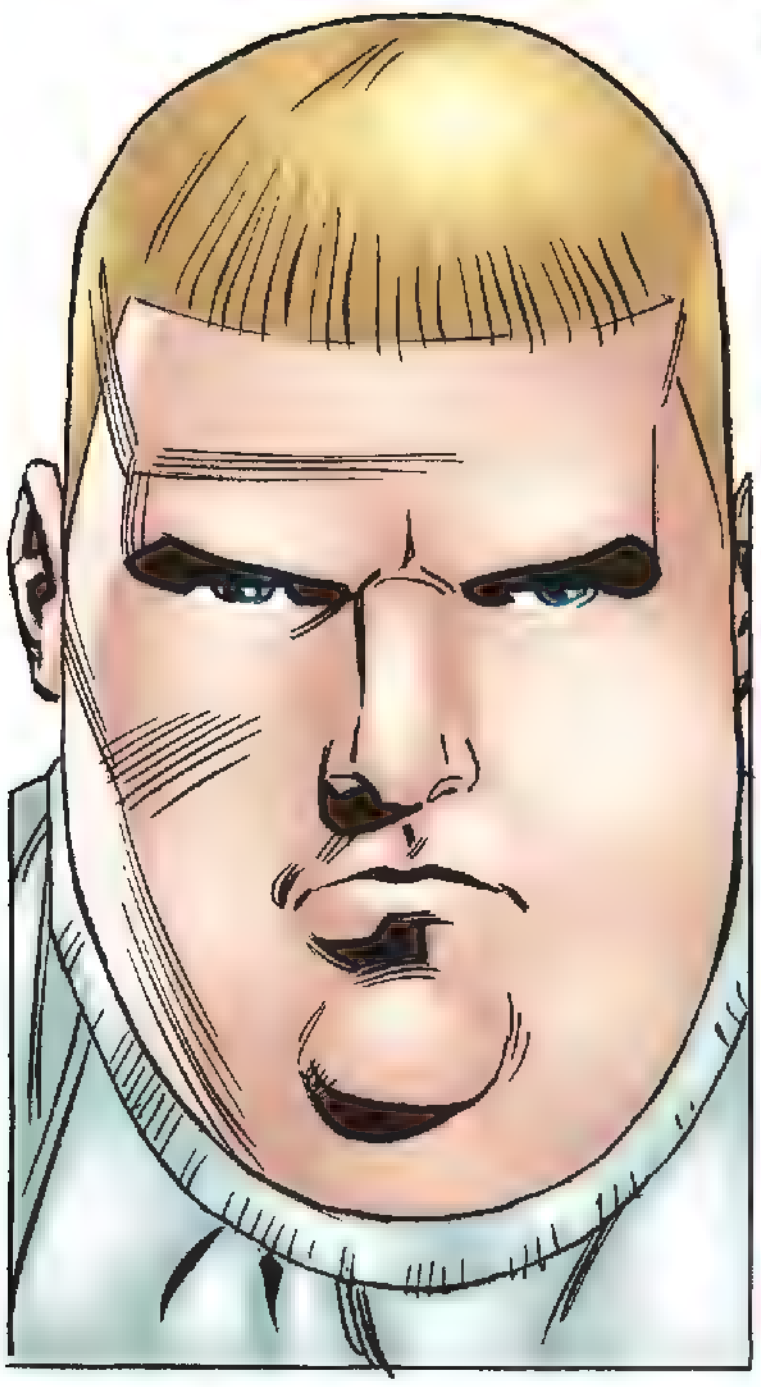
GO AHEAD AND ORDER THE FLOWERS FOR HER FUNERAL ARRANGEMENT!

THE JOB'S ALREADY *DONE*...

...AS FAR AS WE'RE CONCERNED.

HOOBOY! I LOVE A MAN WITH CONFI-DENCE.

PLEASE GIVE OUR WARMEST *REGARDS* TO THE SPIDER-BABE!



WHAT'S *WITH* YOUR BOYFRIEND, COURTNEY?

HE'S BEEN WATCHING OVER YOU LIKE A MOTHER HEN.

I...I'M REALLY NOT SURE WHAT HE'S WORRIED ABOUT, NANCY...

...BUT I THINK IT HAS SOME-THING TO DO WITH *SPIDER-GIRL.*

MIDTOWN

YOU THINK MOOSE WILL EVER CATCH A CLUE?

DOUBT IT!

HE'S CERTAINLY NO LOIS--

UH-OH!

THWAK

÷ARKKK÷

OHMIGOSH! I...I AM SO SORRY, COURTNEY!

TH-THE BALL JUST GOT AWAY FROM ME.

I-..I'M OKAY, HEATHER.

IT WAS JUST AN ACCIDENT.

WAS IT?

YOU CAN'T ESCAPE THE TRUTH, GIRL.

IT'S YOUR FAULT COURTNEY WAS CLOBBERED.

SHE WOULDN'T HAVE BEEN INJURED IF YOUR REFLEXES HADN'T AUTOMATICALLY KICKED IN.

YOU HAVE TO BE MORE CAREFUL.

YOU RECENTLY LOST YOUR SPIDER-POWERS FOR A FEW WEEKS, AND SOME OF THEM SEEM...DIFFERENT... SINCE THEY RETURNED.

YOUR SPIDER-SENSE FEELS A LOT MORE SENSITIVE, AND-- OH, GREAT!

YOUR STALKER'S BACK--

--AND YOU'VE HAD **ENOUGH** OF THIS NONSENSE!

CAREFUL, GIRL!

MUSTN'T SCRAPE THE NEW BOOTS.

ODO! YOUR SPIDER-SENSE IS NO LONGER TINGLING.

IT STOPPED THE INSTANT YOU DUCKED INTO THE ALLEY.

DID YOUR STALKER BEAT A HASTY RETREAT--

--BECAUSE HE **REALIZED** YOU WERE GOING TO CIRCLE BEHIND HIM?!

WHO IS THIS GUY?!

ARE YOU *SURE* SOMEONE'S FOLLOWING YOU?

YOU'VE BEEN UNDER A LOT OF *STRESS* LATELY--

--AND NEED TIME TO ADJUST BACK INTO YOUR *POWERS*.

DON'T PATRONIZE ME, NORMIE! I *KNOW* WHAT I FELT.

OKAY, OKAY, I'M JUST PLAYING DEVIL'S ADVOCATE--

--BUT DO YOU REALLY THINK IT'S WISE TO GO *WEB-SWINGING* WHEN SOMEBODY'S STALKING YOU?

MAYBE I CAN DRAW HIM OUT OF HIDING.

BESIDES, I'D MUCH RATHER FACE HIM AS *SPIDER-GIRL* THAN AS *MAY PARKER*.

WHO IS IT?

WHAT DOES HE WANT?

OH, NO!

NOT AGAIN!

IF HE REALLY HAS *UNCOVERED* YOUR SECRET IDENTITY--

--YOUR PARENTS AND FRIENDS COULD ALSO BE IN *DANGER*.

K-TWANG

TH-THAT WAS A GUNSHOT--!

IF YOU HADN'T INSTINCTIVELY **DODGED** OUT OF THE WAY--

OH, GOD--NO! NO! NO!

WHAT DID YOU **DO**, GIRL?

WHAT DID YOU DO?!

FORGET THE ASSASSIN! SOMEONE MAY NEED IMMEDIATE MEDICAL ATTENTION OR-- GOD!

...

I...I WAS TREMBLING SO BADLY...

I BARELY MADE IT BACK HERE.

IF THAT OFFICE *WASN'T* DESERTED --!

BUT IT WAS-- *THAT'S WHAT'S IMPORTANT!*

Y-YOU DON'T UNDERSTAND, NORMIE...

SOMEONE COULD HAVE *DIED*--

--AND *I* WOULD HAVE BEEN RESPONSIBLE.

HEROES ARE SUPPOSED TO *PROTECT* THE INNOCENT--

--NOT *ENDANGER* THEM!

YOU CAN'T START *DOUBTING* YOURSELF, MAY.

THE WORLD NEEDS *SPIDER-GIRL.*

NORMIE, I...

I...

I GUESS...

I SHOULD BE HEADING HOME.

YEAH...

ME, TOO.

YOU KNOW YOU SHOULD BE FOCUSING ON YOUR REAL PROBLEMS, BUT...

WHAT WAS THAT ABOUT?!?

YOU AND NORMIE OSBORN?!

YOUR POOR DAD--HE'D NEVER COME BACK TO EARTH IF YOU BROUGHT AN OSBORN HOME!

AND YET...

WELL, WELL--LOOK WHO WE RAN INTO!

CARE TO JOIN THE PARTY, MS. PARKER?

WE'RE HEADED TO THE COFFEE BAR TO CONSOLE COURT ON HER RECENT INJURY.

CUT IT OUT, JAMESON! IT WAS AN ACCIDENT. HEATHER ALREADY APOLOGIZED.

YEAH, BRAD--LIKE YOU REALLY BELIEVE THAT!

IF HEATHER WAS SINCERE, SHE WOULD HAVE COME WITH US WHEN WE INVITED HER.

I DON'T WANT TO ARGUE WITH YOU, BIG GUY.

COME ON, MOOSE. I'M SURE HEATHER JUST --HEY! DID YOU GUYS HEAR THAT?

IT SOUNDED LIKE GUNFIRE--!

GUNFIRE? WHAT DO YOU KNOW ABOUT GUNFIRE?

MAYBE WE SHOULD CHECK IT OUT.

YOU GO AHEAD!

I...I'M GOING TO FIND A PHONE AND CALL THE COPS.

NAH! NO SENSE YOU MISSING THE ACTION, MAN. COURTNEY CAN DO THE 911 THING.

ME--?!

WHY ME?

'CAUSE YOU'RE NOT INTO, Y'KNOW, VIOLENCE.

I DON'T UNDERSTAND *MOOSE* SOMETIMES.

HE'S ALWAYS SENDING ME ON SOME LAME *ERRAND* WHENEVER THERE'S TROUBLE.

HE...HE'S JUST BEING *PROTECTIVE.*

YEAH...

I GUESS.

HEY! WHERE YOU GOING?

I FIGURE WE'LL DOUBLE OUR CHANCES OF FINDING A PUBLIC PHONE THAT ACTUALLY *WORKS*--

--IF WE *SPLIT UP!*

UHHHH ...OKAY!

GOOD THING DAVIDA WASN'T HERE.

GRUNT

SHE NEVER GOES ANY-WHERE WITHOUT HER CELL.

OKAY, GIRL, IT'S TIME TO MAKE WITH THE WEBS--

--BUT YOU'D BETTER REMEMBER TO KEEP YOUR REFLEXES IN CHECK.

NO MORE ACCIDENTS!

YOU CAN'T ALLOW ANYONE ELSE TO GET CAUGHT IN THE LINE OF FIRE!

FOLLOWING YOUR SPIDER-SENSE, YOU HEAD EAST, CROSSING FOUR CITY BLOCKS BEFORE RUNNING SMACK INTO--

--THE JERK WHO'S BEEN DRESSING LIKE YOUR DAD!

OF COURSE, IT'S *YOU!* MY DAY IS COMPLETE!

WHY ARE YOU MIS-HANDLING THAT GUY, ANY-WAY?

HE TOOK A *SHOT* AT ME...

...AND --AS AN *ADDITIONAL INSULT*-- HE DID IT 'CAUSE HE THOUGHT I WAS *YOU.*

ME--?!?

GREAT! THE IMPOSTER SEEMS TO HAVE CAPTURED THE MAN WHO'S BEEN STALKING YOU.

WHY IS HE AFTER *ME?*

I DON'T THINK I'VE EVER SEEN THIS CREEP BEFORE.

HAVEN'T YOU HEARD THE *NEWS?*

YOU'VE MADE THE *HIT LIST,*

ACCORDING TO CHATTY CHARLIE HERE, SOME BIG-SHOT GANG LORD PUT A *BOUNTY* ON YOU.

Y-YOU'RE KIDDING, RIGHT?

OH, YEAH! I OFTEN JOKE ABOUT *MURDER-FOR-HIRE.*

DON'T PLAY ME, MAN!

THIS COULD BE REAL SERIOUS, AND I...

OOPS!

BUDDA!
BUDDA!
BUDDA!
BUDDA!

I THINK WE SHOULD CONTINUE THIS CONVERSATION--

--ELSE-WHERE!

NICE MOVE, LADY--

--BUT IT AIN'T GONNA SAVE YOU!

DOES THE SPIDER-GUY COUNT AS A *FREEBIE*, OR CAN WE ASK THE BOSS FOR A *BONUS*?

IT NEVER HURTS TO ASK.

GOSH, GIRL-- YOU REALLY BRING OUT THE BEST IN PEOPLE!

WHY DO YOU IMMEDIATELY ASSUME THIS IS ALL MY FAULT?

HEY! YOU'RE THE TARGET!

OBVIOUSLY BECAUSE I HAVE THE BIGGER *REP.*

LOOK OUT-- THEY'RE TRYING TO JAM OUR GUNS!

GET OVER YOURSELF, GIRL! I'M STILL NEW TO THE COSTUME BIZ.

BESIDES, EVERYONE KNOWS THAT *MEN* ARE BETTER CRIME-FIGHTERS.

SEXISM COMBINED WITH *RAGING STUPIDITY* --AREN'T YOU THE CATCH?

I HOPE YOU AREN'T GOING TO TWIST THIS CONVERSATION INTO ONE OF THOSE *GIRLS-GOT-IT-ROUGH* RANTS.

HAROLY! I BELIEVE ACTIONS SPEAK LOUDER THAN WORDS.

I AM *WOMAN!* SEE ME *PUMMEL!*

ALL RIGHT, I'LL CONCEDE THAT YOU'RE HANDY WITH YOUR FISTS.

THAT'S AWFULLY GENEROUS OF--

UH-OH!

WHAT'S THE MATTER, SPIDER-GIRL-- *BREAK A NAIL?*

YOU HAVE A NASTY *TONGUE* ON YOU, BOY.

MIND IF I *RIP* IT OUT AND KEEP IT FOR A *SOUVENIR?*

OH, MAN!

Y-YOU'RE *FUNNY FACE!*

WHO *ARE* YOU--THE LADY'S TEEN SIDEKICK?

I...I'M *SPIDER-MAN--*

--AND I'VE BEEN FOLLOWING YOUR EXPLOITS EVER SINCE YOU FIRST APPEARED ON THE CRIME SCENE.

YOU'RE A *FAN?*

TELL YOU WHAT, KID-- *I PROMISE* TO AUTO-GRAPH YOUR *TOMBSTONE* AFTER I KILL YOU!

YOU SHOULD TAKE *LESSONS* FROM THIS YOUNG MAN, MY DEAR. HE TREATS ME WITH *RESPECT.*

THAT'S BECAUSE HE'S AN *IDIOT!*

PROBABLY --BUT HE DOES HAVE EXCELLENT TASTE!

SNIFF
SNIFF
HEATHER --?
YOU OKAY?
WHERE HAVE YOU BEEN, YAMA? I CLOCKED COURTNEY DURAN IN GYM CLASS--I THOUGHT THE WHOLE SCHOOL KNEW BY NOW!
I THOUGHT IT WAS AN ACCIDENT.
IT WAS...
...KINDA.
I WAS AIMING FOR PARKER.
WHY WOULD YOU DO THAT?
I... I DON'T REALLY KNOW, JIMMY...
I GUESS I'M JUST JEALOUS...
AND IT ISN'T EVEN HER FAULT.
I... I THOUGHT BRAD MILLER REALLY LIKED ME...
I WAS WRONG.
I...I'M SO ASHAMED OF WHAT I DID TO COURTNEY.
I DON'T BLAME EVERYONE FOR HATING ME.
YOU FEEL LIKE A SODA?
I'M BUYING.

LOOK--IT'S SPIDER-GIRL AGAIN!

THIS IS SO *GREAT* ...BUT I STILL THINK WE'D HAVE A BETTER *VIEW* IF WE MOVED BACK A LITTLE.

WHERE ARE THE *COPS*? WHAT'S KEEPING THEM?

RELAX, JJ-- AND ENJOY THE SHOW! WHAT DO YOU WANT TO DO-- DON A *CAPE* AND JOIN THE FIGHT?!

SOMETHING LIKE THAT!

THIS ISN'T WORKING!

YOU'RE HOLDING BACK--

--HESITATING--

--MAKING YOURSELF AN EASY TARGET BECAUSE YOU'RE AFRAID THAT ONE OF FUNNY FACE'S *THINGEES* WILL GO WILD!

YOU'LL NEVER BEAT THIS BUM UNLESS YOU HEED NORMIE.

YOU HAVE TO STOP DOUBTING YOURSELF AND GO WITH YOUR INSTINCTS!

YO, SPIDEY! FUNNY FACE IS PLAYING US LIKE A PAIR OF FOOLS.

WE NEED TO CHANGE *TACTICS* AND START WORKING *TOGETHER*.

MUCH AS I HATE TO -*COUGH*- ADMIT IT, YOU COULD BE -*COUGH*- RIGHT.

I -COUGH- I'LL FOLLOW YOUR -COUGH- LEAD.

FINE! I'LL TAKE THE HIGH ROAD--!

FUNNY FACE INSTINCTIVELY DUCKS BENEATH YOUR WEBBING--

--AND IMMEDIATELY COLLIDES WITH THE SPIDER-GUN'S FIST.

YOUR SPIDER-SENSE FLARES AS THE VILLAIN QUICKLY RECOVERS AND UNLEASHES A HANDFUL OF STUN GRENADES THAT LOOK LIKE SIMPLE, BOUNCY BALLS.

FOR AN INSTANT, YOU PANIC, TORN BETWEEN TRYING TO SNAG THE GRENADES AND GOING FOR THE BAD GUY. BUT THEN YOU MAKE YOUR DECISION--!

THOSE BALLS, SPIDEY-- YOU'VE GOT TO KEEP THEM FROM BOUNCING OFF THE ROOF WITHOUT TOUCHING THEM!

THWAKK!

ALREADY DONE!

I KINDA FIGURED THEY WERE DANGEROUS BY THE WAY YOU DANCED AROUND THEM--SO I WRAPPED 'EM IN A NICE WAD OF WEBBING.

AND I'LL GLADLY DO THE SAME FOR THEIR MASTER!

OOOOO OOO!

OH, MAN! THIS IS SO COOL!

HAVING SUPER POWERS MUST BE SO TOTALLY AMAZING!

KWA-PLOOM!

CREDIT WHERE IT'S DUE, KIDS-- YOU GOT IN A COUPLE OF LUCKY *SHOTS*, BUT YOU ALSO MADE *BUNKY* MAD.

REAL MAD!

GET DOWN, GIRL!

I'VE READ ABOUT THAT *GIZMO*--AND IT'S CAPABLE OF ALMOST *ANYTHING!*

N-NO...HE...HE'S *BLUFFING!*

HE'S PLANNING TO RABBIT!

GOOD GUESS, TOOTS!

YOU NEVER CEASE TO *AMAZE* ME.

I LOOK *FORWARD* TO OUR NEXT ENCOUNTER--

--AS LONG AS IT ISN'T ACROSS A *POKER TABLE.*

FUNNY FACE MANAGED TO ESCAPE --!

BIG DEAL! SPIDER-GIRL WILL GET HIM EVENTUALLY.

SHE ALWAYS WINS IN THE END.

YEAH, THAT GIRL REALLY HAS IT GOIN' ON!

LOOK, SPIDEY... I KNOW I'VE BEEN DOGGING YOU, BUT TEAMING UP WAS... KINDA FUN.

YEAH, SPIDEY ...IT WAS.

BUT YOU AND I STILL HAVE A MAJOR PROBLEM.

THIS TOWN ONLY NEEDS ONE SPIDER-PERSON.

YEAH.

I KNOW.

YOU'RE BACK--?

I'M SURPRISED.

MY MEN ALREADY REPORTED THEIR FAILURE.

DON'T BE TOO HARSH WITH THEM, CANIS!

THEY TRIED THEIR BEST, BUT THE GIRL'S CERTAINLY A HANDFUL.

WOULDN'T BE ANY FUN IF SHE WASN'T!

IF YOUR OFFER IS STILL ON THE TABLE--

--BUNKY AND I ACCEPT.

NO!

NO!

NO!

YOUR NEW BOOTS--YOU MUST HAVE SCUFFED THEM WHEN YOU STASHED YOUR CIVVIES!

ARRGGH!

WHAT A FRUSTRATING DAY!

YOU'RE SECOND-GUESSING YOUR SPIDER-POWERS--

--YOU ALLOWED A MAJOR BADDIE TO GET AWAY--

--YOU'RE BEGINNING TO WARM TOWARD THE FAKE SPIDEY--

--AND THERE'S STILL THAT WHOLE STALKER BUSINESS!

AHHHHHH, MAYBE NORMIE NAILED IT!

YOU HAVE BEEN UNDER A LOT OF STRESS LATELY...

THIS PARTICULAR BOOGIEMAN MAY ONLY EXIST IN YOUR IMAGINATION!

THE END... FOR NOW!

MARVEL COMICS

SPIDER-GIRL

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The daughter of the original Spider-Man, ***May "Mayday" Parker*** *has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines!*

Stan Lee Presents...

SPIDER-GIRL™

GETTING INVOLVED

YOUR NAME IS MAY "MAYDAY" PARKER.

YOU ARE THE DAUGHTER OF THE ORIGINAL SPIDER-MAN, AND YOU'VE BEEN TOSSING AND TURNING ALL NIGHT.

INSTEAD OF THE USUAL ROMANTIC RENDEZVOUS WITH FRANKLIN RICHARDS, YOU DREAMED OF THE COSTUMED CHARLATAN WHO'S TAKEN OVER YOUR DAD'S OLD IDENTITY--

--PICTURED THE UNNAMED GUNMEN WHO RECENTLY TRIED TO KILL YOU--

--AND WERE HAUNTED BY OLD ENEMIES SUCH AS FUNNY FACE AND MR. NOBODY.

IT'S BEEN A LONG AND RESTLESS NIGHT, BUT YOU'VE JUST MANAGED TO SNUGGLE INTO A COMFORTABLE POSITION, AND CAN FINALLY FEEL YOURSELF DRIFTING OFF...

Tom DeFalco & Pat Olliffe
Script, Plot, & Pencils
Al Williamson
Inker
John Workman•Letterer
Christie Scheele & Heroic Age•Colorist
Frank Dunkerley•Assistant Editor
Matt Hicks•Editor
Joe Quesada•Editor in chief
Bill Jemas•President

LET'S GO, GIRL!

TIME TO HIT THE SHOWER.

F-FIVE MORE MINUTES...

YOU SAID THAT *TWENTY* MINUTES AGO. *MOVE IT, HOTSHOT!* YOU'RE GOING TO BE *LATE* FOR SCHOOL.

UHHHH... OKAY!

I'M *UP.*

I'M *UP.*

DOESN'T COUNT UNTIL YOU'RE ACTUALLY *ON* YOUR FEET AND HEADED FOR THE *SHOWER!*

WHAT'S WITH YOU THIS MORNING? WERE YOU OUT *WEB-SWINGING* WHEN YOU SHOULD HAVE BEEN *SLEEPING?*

DO I HAVE TO REMIND YOU THAT YOUR FATHER AND I WILL ALLOW YOU TO BE *SPIDER-GIRL* ONLY AS LONG AS IT DOESN'T AFFECT YOUR GRADES OR YOUR--*UHHHH!*

MOM --?!

MOM!

Y-YOU ALL RIGHT?

I...

I... I'M *FINE.*

J-JUST A MOMENTARY DIZZINESS.

ABSOLUTELY *NOTHING* TO BE CONCERNED ABOUT.

B-BUT--

YOU JUST GET READY FOR SCHOOL, AND I'D APPRECIATE IT IF YOU DIDN'T MENTION THIS TO YOUR FATHER. HE HAS ENOUGH ON HIS MIND.

IS SOMETHING WRONG WITH YOUR MOM? THAT QUESTION HAUNTS YOU AS YOU STUMBLE THROUGH A QUICK SHOWER AND PULL YOURSELF TOGETHER.

ABOUT TIME YOU JOINED US!

THE BAGEL IN THE TOASTER IS FOR YOU, AND SO IS THAT OJ ON THE COUNTER.

THANKS.

CAN YOU *BELIEVE* THIS NONSENSE?

THE *DAILY BUGLE* IS UP TO ITS OLD TRICKS AGAIN--*TRYING TO PIN THE LATEST GANG WAR ON AN INNOCENT COSTUMED HERO LIKE THE BUZZ!*

DAILY BUGLE

Saturday, February 19, 2017 Greater Metropolitan Edition

GANG WAR THREATENS CITY!

Who's BEHIND It? The NEW SPIDER-MAN or the BUZZ?

I NOTICE YOU DIDN'T RUSH TO THE DEFENSE OF THE NEW *SPIDER-MAN.*

HIM--I'M NOT SO SURE ABOUT!

OH, PETER --!

DON'T START WITH ME, MARY JANE! THE GUY RIPPED OFF MY COSTUMED IDENTITY-- *HOW CAN I TRUST HIM?*

AS FOR YOU, YOUNG LADY-- I DON'T WANT YOU GOING ANYWHERE *NEAR* THIS GANG WAR.

NO PROBLEM, POP!

I'M TIRED OF BEING SHOT AT, AND PLAN TO GIVE IT A WIDE BERTH.

TRUST ME-- YOU DON'T HAVE TO WORRY ON *MY* ACCOUNT!

ARE YOU INSANE?

I DON'T KNOW YOU OR THIS GUY YOU MENTIONED.

THIS BETTING PARLOR IS PROTECTED BY THE KINGPIN OF CRIME!

YOU WANT A PIECE OF MY ACTION-- TALK TO HIM!

THE KINGPIN --?

OH, DEAR!

WHAT DO YOU THINK, BUNKY?

DO WE DARE RISK THE WRATH OF AN ELDERLY FAT MAN WHO'S LOCKED BEHIND BARS?

BASED ON THE WAY I PHRASED THE QUESTION--

--I GUESS THE ANSWER'S PAINFULLY OBVIOUS!

BASED ON WHAT YOU'VE LEARNED ABOUT YOUR DAD'S EARLIER DAYS IN THE WEB TRADE, HIS REACTIONS TO THE NEW SPIDEY BORDER ON THE HILARIOUS.

BUT WHAT'S THE DEAL WITH YOUR MOM?

IS SHE COMING DOWN WITH SOMETHING SERIOUS, OR--

OH, GREAT! YOUR SPIDER-SENSE IS STARTING TO TINGLE--

--BUT IT DOESN'T FEEL LIKE YOU'RE IN IMMINENT DANGER.

OVER THE PAST FEW DAYS, YOU'VE BECOME CONVINCED...

...THAT SOMEONE HAS BEEN FOLLOWING YOU.

MAYBE IT'S TIME TO CONFRONT YOUR STALKER.

ALL YOU HAVE TO DO IS SPIN ON YOUR HEEL AND MARCH IN HIS DIRECTION UNTIL YOU COME FACE-TO-FACE WITH--

--JIMMY YAMA?!?

UHHH HHH...

HI, MAY-DAY.

W-WHAT ARE YOU DOING HERE, JIMMY?

J-JUST WALKING TO SCHOOL ...WHAT ELSE?

BUT YOU DON'T LIVE IN THIS DIRECTION.

OH...

YEAH.

WELL... I... UMMM... HAD TO RUN AN ERRAND... FOR MY MOM.

NO BIG DEAL.

H-HE... HE'S LYING!

BUT... WHY?

EVERYTHING APPEARS TO BE GOING ACCORDING TO PLAN.

CANIS KENNELS

BUNKY AND I STOPPED BY THAT BETTING PARLOR YOU MENTIONED, AND THE NEW MANAGER PRACTICALLY *BEGGED* ME TO LET HIM JOIN YOUR ORGANIZATION.

NEW MANAGER, MISTER FACE?

OLD ONE SUFFERED A TERRIBLE WORK-RELATED INJURY.

YOU REALIZE, OF COURSE, THAT THE *KINGPIN* WILL EVENTUALLY LEARN OF YOUR RECRUITMENT EFFORTS ON MY BEHALF.

CAN'T WAIT TO MEET HIM, CANIS.

I HEAR HE HAS A KILLER REP.

PERHAPS WE WILL ATTRACT HIS ATTENTION--

--WHEN WE CALL OUR UNDER-BOSSES TO A *MEETING*.

I UNDERSTAND HE USUALLY EXPRESSES HIS DISPLEASURE BY SENDING A RATHER ACCOMPLISHED GENTLEMAN CALLED *MISTER NOBODY*.

SUSPICIOUS...

...VERY SUSPICIOUS...

JIMMY IS OBVIOUSLY UP TO SOMETHING.

HE'S BEEN DAWDLING OVER THAT BULLETIN BOARD FOR ALMOST TWENTY MINUTES.

IS HE WAITING FOR SOMEONE, OR--

HEY, MAYDAY!

WHA'CHA DOING?

UHHHH...

NOTHING, JJ!

I WAS JUST MINDING MY OWN BUSINESS.

WHY DO YOU ASK?

NO REASON. I JUST NOTICED YOU STANDING AROUND. OKAY? YOU LOOKED LIKE YOU WERE ABOUT TO DOZE OFF IN ENGLISH CLASS.

WHY SHOULD YOU CARE? I THOUGHT YOU WERE ONLY INTERESTED IN NANCY LU.

DON'T BE *THAT* WAY, MAYDAY!

WHAT WAY?

AWWW... *FORGET IT!* I'M IN NO MOOD TO PUT UP WITH YOUR--

HEY, MOOSE! WHAT'S WITH THE CRUTCH?

MY LEG STARTED ACTING UP AGAIN.

I THOUGHT IT WAS BETTER.

SO DID I... BUT SOME PROBLEMS JUST *WON'T* GO AWAY.

I DON'T KNOW WHAT BOTHERS ME *MORE*--

POLICE
MIDTOWN SOUTH

--ALL THE *INK* DEVOTED TO THIS FAKE SPIDER-MAN, OR MY WIFE AND DAUGHTER TREATING THIS LIKE A BIG *JOKE.*

ACTUALLY, PETE...THE GANG NEWS IS WHAT TROUBLES ME.

GANG WAR THREATENS CITY

Who's BEHIND It? The NEW SPIDER-MAN or the BUZZ?

IT COULD QUICKLY DEGENERATE INTO AN ALL-OUT *SHOOTING WAR,* AND YOU DON'T WANT MAY CAUGHT IN THE MIDDLE OF IT.

TELL ME ABOUT IT, PHIL...

FUNNY YOU SHOULD MENTION THAT...

SHE FIRST BEGAN HANGING WITH *NORMIE OSBORN* AROUND THE TIME SHE LOST HER POWERS.

THE NEW *SPIDER-MAN* APPEARED SHORTLY AFTERWARD.

ARE YOU *SUGGESTING* --?!

WHY NOT? THE GUY USED TO BE THE *GREEN GOBLIN.*

WHAT BETTER WAY TO DISCREDIT *YOU* AND GET HIS REVENGE ON *SPIDER-GIRL?*

CAN YOU THINK OF ANY OTHER *REASON* WHY THE GRANDSON OF YOUR GREATEST *ENEMY* WOULD SUDDENLY BECOME FRIENDLY WITH YOUR *DAUGHTER?*

-*SIGH*- WHEN SHE RECENTLY LOST HER SPIDER-POWERS, I WAS SO AFRAID THEY'D NEVER RETURN--

--BUT NOW I REALLY WISH THEY *HADN'T.*

COINCIDENCE? I THINK NOT.

MAYBE HE HAS A *CRUSH* ON YOU.

JIMMY? NO, NORMIE... I REALLY DOUBT HE... *WELLL* ...*NO*... DEFINITELY *NOT*... A GUY LIKE JIMMY WOULD NEVER RESORT TO STALKING.

B-BUT I'M SURE HE'S HIDING *SOMETHING!*

Y'KNOW, THERE'S ALWAYS A CHANCE YOU RAN INTO HIM BY ACCIDENT...

BUT *SOMEONE* WAS FOLLOWING ME! I COULD SENSE HIM.

SO YOU'VE SAID...

DID I MENTION THAT *RAPTOR* CALLED?

WHAT DID SHE WANT?

SHE ASKED ME OUT TO LUNCH.

J-JUST LIKE *THAT* --?!

W-WHAT DID YOU SAY?

SAID IT SOUNDED LIKE *FUN.*

LISTEN, I HOPE YOU DON'T PLAN TO RISK YOUR NECK IN ANY OF THIS *GANG WAR* NONSENSE I'VE BEEN READING ABOUT.

UHHHH...

NO.

OF COURSE NOT.

I ASSUME YOU'VE COME TO DELIVER BAD NEWS...

RYKER'S ISLAND CORRECTIONAL FACILITY

DEPENDS ON HOW YOU WANT TO LOOK AT IT, MR. FISK...

ACCORDING TO THE WORD ON THE STREET, *CANIS* AND HIS PET PSYCHO ARE GATHERING ALL THEIR TROOPS --AND A FEW OF YOURS WHO'VE STARTED TO WAVER--FOR A BIG *MEET* TONIGHT.

IF YOU'D LIKE, I COULD *TELEPORT* INTO THE CENTER OF IT--

--AND DELIVER YOUR *PERSONAL* REGARDS.

A MOST TEMPTING OFFER, MISTER NOBODY.

BUT I ALREADY HAVE A *PLAN* TO CRUSH THIS LATEST UPSTART--

--AS I HAVE CRUSHED *ANY* AND *ALL* THAT HAVE EVER DARED CHALLENGE MY RIGHT TO BE CALLED THE *KINGPIN OF CRIME.*

I NEED YOU TO CONTACT *SOMEONE* FOR ME.

SOMEONE VERY *SPECIAL*...

WHAT MAKES RAPTOR SO SPECIAL?

(ASIDE FROM THAT GORGEOUS HAIR AND KILLER FIGURE!)

AND WHY SHOULD YOU EVEN CARE IF SHE AND NORMIE ARE-- AARGH!

GET IT TOGETHER, GIRL!

YOU CAME UP HERE TO CLEAR YOUR HEAD, BUT THAT DOESN'T SEEM TO BE WORKING.

YOU'RE RUNNING ON EMPTY, AND NEED TO CATCH UP ON YOUR SLEEP.

MAYBE YOU SHOULD JUST DITCH THE WEBS--

--AND HEAD FOR HOME, WHERE YOU CAN CUDDLE INTO--

--HHHHHEY!

LOOKEE WHO YOU FOUND--!

IT'S THE FAKE SPIDEY, AND HE SEEMS TO BE IN A REAL HURRY.

SINCE HE DOESN'T HAVE A SPIDER-SENSE, YOU COULD EASILY... NO! DON'T DO IT, GIRL! IT WOULD BE WRONG!

BUT IT COULD ALSO BE FUN!

AUTOMOTIVE SU

HE LEADS YOU HALFWAY ACROSS TOWN, MOVING TOWARD THE RIVER-FRONT, AND--UH-OH!

YOU PROMISED YOUR DAD, NORMIE, AND YOURSELF THAT YOU'D AVOID THE WHOLE GANG BUSHWAH...

BUT...

BUT...

YOU NEED TO KNOW HOW THE NEW SPIDEY FITS INTO THIS FOOLISHNESS--

...FOR YOUR FATHER'S SAKE!

HOO-BOY!

GOTTA LOVE THE SPIDER-SENSE--

--ESPECIALLY WHEN IT WARNS YOU OF DANGER!

THERE'S YOUR MAN, BUT WHAT'S HE DOING--?!

OHHHH--!

WHY SHOULD WE THROW IN WITH CANIS?

THE KINGPIN HAS ALWAYS DONE RIGHT BY US.

YOU'RE DWELLING IN THE PAST, MY FRIEND. FISK HAS BEEN BEHIND BARS TOO LONG. HE'S LOST TOUCH WITH THE STREETS.

YOU NEED A LEADER WHO CAN RELATE TO YOUR DAILY PROBLEMS. SOMEONE YOU CAN DEPEND ON.

THOSE WORDS WOULD CARRY MORE WEIGHT... IF YOU WEREN'T DRESSED IN A CORNY COSTUME.

YO, SPIDEY --!

-:EPP:-

Y-YOU TRYING TO GIVE ME A HEART ATTACK?

WHERE'D YOU COME FROM?

MY MOM GAVE ME SOME LAME STORY ABOUT A STORK, BUT I NEVER BOUGHT IT.

WHAT'S UP?

WHAT DOES IT LOOK LIKE?

I GOT WISE TO THE MEET AND CAME TO BAG BAD GUYS.

NOW *SCRAM* BEFORE YOU *RUIN* MY ACTION--!

CAREFUL!

SOME OF THOSE RAFTERS AREN'T TOO--

"--STUROY!"

KRA-AKKKK!

AHHHH...

I SEE THE *ENTERTAINMENT* HAS FINALLY ARRIVED.

GENTLEMEN, I'M WILLING TO PUT UP A THOUSAND DOLLARS OF MY OWN MONEY TO ANYONE WHO *SQUASHES* THIS ANNOYING INSECT.

OKAY, YOU'RE TIRED AND SLUGGISH, AND THIS ISN'T YOUR BATTLE.

YOU REALLY SHOULD ABANDON MR. EGO TO HIS FATE...

BUT YOU'RE JUST NOT THAT KIND OF GIRL!

THWAP!

I'LL BET WE COULD COLLECT EVEN *MORE* FOR SQUASHING *YOU!*

WHY ARE YOU *INTERFERING?*

I DON'T *NEED* YOUR HELP.

I'M SPIDER-MAN!

I CAN HANDLE THESE STIFFS ON MY OWN.

YEAH, YEAH, YOU SING THE OLD SONG *EVERY TIME* I SAVE YOUR SORRY BUTT!

THAT'S NOT TRUE!

YOU JUST GO OUT OF YOUR WAY TO MAKE ME LOOK *BAD.*

NO ONE ASKED MY OPINION--

--BUT I'D HAVE TO SIDE WITH THE YOUNG LADY.

COMPARED TO YOU, SHE'S DEFINITELY GOT IT *GOING ON*--

--AND SHE'S ALSO A LOT *CUTER*.

THAT MEANS EVER SO *MUCH*, COMING FROM A LOWLIFE DIRTBAG LIKE YOU.

MAN, I'M REALLY GOING TO *ENJOY* BRINGING YOU DOWN--!

÷*UFFFT*÷

I...

I MAY *SYMPATHIZE* WITH YOUR FEELINGS...

...BUT *BUNKY* ISN'T QUITE SO UNDERSTANDING--!

OH, GREAT! THE SPIDER-GUY IS GASPING FOR BREATH--

--WHILE YOU LEARN THE DOWNSIDE OF TRYING TO COMBINE A SLEEPLESS NIGHT WITH AN ARMY OF THUGS.

COULD LIFE GET ANY WORSE?

MARY JANE PARKER HAD A SMALL SALAD FOR LUNCH TODAY--

--AND PRESENTLY DOUBTS HER ABILITY TO RETAIN IT.

SHE'S BEEN HOPING THE NAUSEA WOULD PASS. IT HASN'T, AND THAT CAN ONLY MEAN--

MARY JANE --?!

YOUR ASSISTANT SAID I'D FIND YOU IN HERE.

F-FELICIA --?!

FELICIA HARDY!

I HOPE YOU DON'T MIND THE SURPRISE VISIT.

ARE YOU KIDDING? IT'S SO GREAT TO SEE YOU AGAIN.

WHEN DID YOU GET BACK IN TOWN?

A FEW WEEKS AGO--

THINGS HAVE BEEN PRETTY HECTIC.

YOU HAVEN'T AGED A DAY. I HOPE YOU FEEL AS GOOO AS YOU LOOK.

I...I'M TERRIFIC.

HOW ARE YOU ...AND THE KIDS?

I'M DOING FINE.

MY KIDS, HOWEVER, ARE *ANOTHER* MATTER.

AND I SUSPECT YOU HAVE *PLENTY* TO TELL ME ABOUT THAT LOVELY DAUGHTER OF YOURS.

STOP SQUIRMING, KID!

YOU AND YOUR GAL PAL ARE AS GOOD AS *DEAD*, AND YOU BOTH *KNOW* IT.

THAT'S JUST *YOUR* OPINION--

--AND I WOULDN'T BELIEVE YOU IF YOUR FACE WERE *NOTARIZED!*

THIS IS GETTING DOWNRIGHT HUMILIATING! THERE ARE ONLY *TWO* OF THEM AND NEARLY A HUNDRED OF US-- *AND WE STILL CAN'T NAIL 'EM!*

THAT'S BECAUSE WE HAVE *RIGHT* ON OUR SIDE!

SEE --?!

THIS IS *EXACTLY* WHAT I'M TALKING ABOUT.

YOU GUYS PULL *SNEAKY TRICKS* LIKE ATTACKING FROM *BEHIND.*

BUT *CHEATERS* NEVER WIN--

--AND I'M ENTITLED TO A *FREE KICK* EVERY TIME YOU BEND THE RULES!

-UFFT!-

ALTHOUGH MAYBE I SHOULDN'T BE SO QUICK TO JUDGE.

YO, *SPIDEY!* COULD YOU SHIFT A LITTLE TO THE *LEFT--?*

DO YOU MIND? I KINDA HAVE MY HANDS FULL.

I *NOTICED--*

--AND I'M TRYING TO *EVEN* THE ODDS.

KNAK!

WAS THAT *REALLY* NECESSARY?!

I WAS HOPING TO TAKE *FUNNY FACE* WITHOUT HELP.

I'LL NEVER GET THE *RESPECT* I DESERVE UNTIL I START SCORING SOME MAJOR *SUPER-BADDIES* ON MY OWN.

KID, I HOPE YOU HAVE A MAJOR *CREDIT CARD--*

--CAUSE THAT'S THE ONLY WAY YOU'LL EVER TAKE ME OUT.

GATHER 'ROUND, GUYS! IT'S TIME WE REGROUPED AND PLANTED THESE PUNKS!

THIS IS IT! WE'LL HIT THEM ON MY COMMAND.

Y'KNOW... MAYBE I COULD USE A HAND.

SORRY! I JUST REMEMBERED A PREVIOUS APPOINT-MENT.

YOU BREATHE DEEPLY, TRYING TO PREPARE YOURSELF FOR THE COMING ONSLAUGHT...

AND YOU'RE NOT AT ALL SURPRISED WHEN YOUR SPIDER-SENSE SUDDENLY BEGINS TO TINGLE--

--WARNING YOU OF DANGER--

--DANGER AND MORE!

KLWOOM! KWAKKWAAM

WH-WHAT THE-- SOMEONE'S TOSSING SMOKE GRENADES AT US!

N-NO! ... NOT AT US!

WE MUST HAVE A GUARDIAN ANGEL IN THE AUDIENCE.

LET'S MOVE, SPIDEY!

WE CAN USE THIS CONFUSION TO OUR ADVAN-

HANDS IN THE AIR!

YOU'RE ALL UNDER ARREST!

I-IT'S CAPTAIN RUIZ, YOUR DAD'S BOSS AT MIDTOWN SOUTH.

SOMEONE MUST HAVE TIPPED THE COPS TO-- UH-OH!

FUNNY FACE IS TRYING TO BOUNCE!

AIN'T GONNA HAPPEN, GIRL!

HERE'S WHERE I BUILD SOME STREET CRED.

YOU HELP THE POLICE WHILE I COLLAR THE CLOWN.

DON'T BE A MORON! I SHOULD CHASE HIM.

I HAVE MORE EXPERIENCE AND CAN ALSO SENSE DANGER.

THEN SENSE THIS-- AND GET OUT OF MY WAY!

HAVE YOU ALWAYS BEEN SUCH A DOLT AROUND WOMEN--

--OR DO I JUST BRING OUT THE WORST IN YOU?

BLAH! BLAH! YOU'RE JUST JEALOUS--

--BECAUSE I GET MORE HEADLINES THAN YOU DO.

IN CASE YOU HAVEN'T NOTICED, MY PRESS IS USUALLY POSITIVE WHILE YOURS IS-- AWWW, NO!

THIS JUST ISN'T MY DAY!

BY THE WAY...

YOU HAPPEN TO CATCH SIGHT OF OUR MYSTERIOUS ALLY?

NAH! NEVER SAW HIM -- YOU?

AFRAID NOT--

--AND I'D REALLY LIKE TO KNOW WHY HE HELPED US.

GOTTA HAND IT TO THE *KINGPIN.*

HE KNOWS HOW TO PLAY ALL THE ANGLES.

IT NEVER WOULD HAVE OCCURRED TO ME TO AID THE SPIDER-TWINS AGAINST *CANIS*--

--OR TO RECRUIT *CRAZY EIGHT,* FUNNY FACE'S BIG BROTHER.

AND THAT'S PRECISELY WHY PEOPLE LIKE *US* ALWAYS END UP WORKING FOR THE *FISKS* OF THIS WORLD.

NORMIE'S GOING TO FREAK WHEN HE HEARS ABOUT YOUR AFTERNOON.

BUT HE'S THE LEAST OF YOUR CURRENT PROBLEMS.

LIKE IT OR NOT, YOU'VE BEEN DRAWN INTO THE GANG WAR--

--BUT YOU MUST FIND A WAY TO KEEP IT FROM YOUR DAD.

YOU ALSO HAVE TO LEARN WHAT'S GOING ON WITH JIMMY YAMA--

--AND YOUR MOM!

AND THEN THERE'S YOUR STALKER--!

IS HE REAL--

--OR JUST THE PRODUCT OF AN OVERACTIVE IMAGINATION?

WELL! WELL! LOOKS LIKE MAY'S INSTINCTS WERE RIGHT ON TARGET... LIKE USUAL!

OKAY, BUDDY-- START TALKING!

WHY HAVE YOU BEEN-- HEY! I KNOW YOU!

YOU'RE URICH-- PHIL URICH!

YOU WORK IN THE POLICE LAB WITH MAY'S DAD.

YOU MAY HAVE CONNED MAY INTO THINKING YOU'VE REFORMED, BUT I DON'T BUY IT!

I'VE BEEN TRAILING THE TWO OF YOU FOR THE LAST WEEK OR SO--

--HOPING TO LEARN WHERE YOU'VE STASHED YOUR GOBLIN EQUIPMENT BEFORE YOU COULD USE IT AGAINST HER!

THAT'S RIGHT, OSBORN--AND YOU CAN DROP THE INNOCENT ACT.

YOU WANT TO KNOW MY REAL AGENDA, URICH? OKAY, BUT DON'T SAY I DIDN'T WARN YOU BECAUSE THE TIME HAS FINALLY COME FOR--

--THE RETURN OF THE GREEN GOBLIN!

THE END... for NOW!

MARVEL COMICS

SPIDER-GIRL

37

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The daughter of the original Spider-Man, ***May "Mayday" Parker*** *has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines!*

Stan Lee Presents...

SPIDER-GIRL!™

BeTrayed-!

HIS NAME IS NORMAN OSBORN, THOUGH MOST EVERYONE JUST CALLS HIM "NORMIE."

LIKE HIS FATHER AND GRANDFATHER, HE BECAME A COSTUMED SUPER-VILLAIN KNOWN AS THE GREEN GOBLIN.

SPIDER-GIRL SOMEHOW CONVINCED HIM TO GIVE UP HIS EVIL WAYS--

--AND HE EVENTUALLY JOINED HER FIGHT AGAINST CRIME.

OR DID HE?!

AT LAST! THE TIME HAS FINALLY COME FOR THE RETURN OF THE GREEN GOBLIN!

TOM DeFALCO & PAT OLLIFFE/Script, Plot & Pencils
AL WILLIAMSON/Inker • JOHN WORKMAN/Letterer
CHRISTIE SCHEELE and HEROIC AGE/Colorist
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JOE QUESADA/Editor in chief • BILL JEMAS/President

I KNEW IT! YOU'VE BEEN PLAYING SPIDER-GIRL FOR A FOOL.

YOU NEVER INTENDED TO ABANDON YOUR CRIMINAL CAREER.

IS THAT WHAT YOU BELIEVE, MR. URICH?

I SUPPOSE IT EXPLAINS WHY YOU'VE BEEN SECRETLY STALKING MAYDAY AND ME.

SOMEONE HAD TO EXPOSE YOU! SPIDER-GIRL CAN BE TOO TRUSTING FOR HER OWN GOOD.

SHE ACTUALLY BELIEVES YOU'RE TRYING TO REDEEM YOURSELF, BUT I'D NEVER TRUST AN OSBORN.

LOOK WHO'S TALKING ABOUT TRUST--

--THE GUY WHO STOLE SOME OF MY EQUIPMENT SO THAT HE COULD BECOME THE GOLDEN GOBLIN!

DON'T LOOK SO SHOCKED, URICH!

I'M WELL AWARE OF YOUR PATHETIC ATTEMPTS TO RETURN TO YOUR GLORY DAYS AS A SUPER-HERO.

AND YOU'RE ABSOLUTELY RIGHT ABOUT PARKER. SHE IS A LITTLE NAÏVE.

I'VE BEEN BUILDING NEW WEAPONRY RIGHT IN FRONT OF HER, AND I DOUBT SHE'S EVEN NOTICED.

YOU SEE, I REALLY AM PLANNING A COMEBACK--

TOO BAD THIS CITY ONLY NEEDS ONE GOBLIN!

"HOW MANY SPIDER-HEROES DOES A CITY NEED?" YOU ASK YOURSELF, AS YOU TRY TO PICK OUT AN OUTFIT FOR SCHOOL.

URRK URRK

YOUR NAME IS MAY "MAYDAY" PARKER, AND YOU ARE THE DAUGHTER OF THE ORIGINAL SPIDER-MAN.

SOME IMPOSTER HAS RECENTLY STARTED DRESSING UP LIKE YOUR DAD, AND -- WHAT IS THAT... OH, GOD!

URRK URRK

MOM--!

A-ARE YOU STILL SICK?

DID YOU JUST THROW UP?

I...

I JUST NEED TO CATCH MY BREATH.

MAYBE I SHOULD STAY HOME TODAY, AND GET YOU TO A DOCTOR.

TH-THAT WON'T BE NECESSARY, HON.

I ALREADY HAVE AN APPOINTMENT WITH DR. GAYLE, AND AN OLD FRIEND HAS VOLUNTEERED TO TAKE ME.

YOU GO TO SCHOOL.

I'LL BE OKAY.

AND PLEASE DON'T MENTION THIS TO YOUR DAD.

HE HAD A PRETTY ROUGH NIGHT.

A FEW MINUTES (AND SEVERAL OUTFITS) LATER...

ABOUT TIME YOU GUYS CAME DOWN.

BREAKFAST IS GETTING COLD.

YOU LOOK TERRIBLE, PETER. DID YOU GET *ANY* SLEEP LAST NIGHT?

ENOUGH TO GET BY.

WHAT *HAPPENED*, POP?

CAPTAIN RUIZ NEEDED ME TO COLLECT EVIDENCE AT A CRIME SCENE...

SEEMS THE NEW *SPIDER-MAN* WAS INVOLVED WITH SOME BIG GANGLAND MEETING IN A WAREHOUSE NEAR THE RIVER LAST NIGHT.

WE FOUND TRACES OF HIS *WEBBING* ALL OVER THE PLACE.

H-HIS WEBBING --?

I... I DIDN'T REALIZE HIS... WAS *DIFFERENT* FROM MINE.

IF YOU'RE TALKING ABOUT THE WEBBING THAT *I* INVENTED ...THEN, *YES*...

HIS APPEARS TO BE *ORGANIC* IN NATURE.

I HOPE YOU DON'T MIND, BUT I USED THE *VANILLA CREAM* COFFEE THIS MORNING.

WE WERE OUT OF THAT *CINNAMON HAZELNUT* STUFF YOU LIKE.

UHHHH... *VANILLA CREAM* IS ALSO GOOD.

WH-WHAT DO YOU MEAN, "ORGANIC"?

OUR WEBBING IS BASED ON SYNTHETIC POLYMERS, AND HIS SEEMS TO BE--*SAY!* DID YOU HEAR FROM *PHIL URICH* LAST NIGHT?

NO. WE HAVEN'T SPOKEN IN DAYS-- *WHY?*

I TRIED TO PAGE HIM, BUT HE DIDN'T RESPOND.

YOU KNOW UNCLE PHIL. HE PROBABLY FORGOT TO CHANGE BATTERIES AGAIN, OR--

DEAD!
DEAD!
DEAD!
CANIS KENNELS
DEAD!
MISTER FUNNY FACE, I KNOW YOU'RE FEELING PARTICULARLY *FRUSTRATED* AFTER LAST NIGHT'S FIASCO.
WHILE I TRULY VALUE ALL YOUR EFFORTS TO HELP ME DETHRONE THE *KINGPIN* OF CRIME AND UNITE THE INDEPENDENT GANGS UNDER MY LEADER-SHIP, I MUST *INSIST* THAT YOU SHOW SOME RESTRAINT, AND--
LEAVE MY *WOLVES* *ALONE!*
S-SURE...
NO PROBLEM, CANIS.
I DIDN'T MEAN ANY HARM.
I ACTUALLY *LOVE* THE LITTLE CRITTERS.
I AM SO GLAD WE GOT *THAT* SETTLED.
NOW THEN, I ASSUME YOUR *WRATH* IS DIRECTED AT THIS NEW *SPIDER-MAN* PERSON...
HIM, I'M NOT SO CRAZY ABOUT...!
I WAS JUST ABOUT TO CAP BOTH *SPIDER-PAINS* LAST NIGHT--
...WHEN *SOMEONE* THAT I THOUGHT I COULD TRUST PULLED A LAST-MINUTE *RESCUE!*
H-HE *BETRAYED* ME!

I-IT ISN'T LIKE YOU ACTUALLY LIED TO YOUR DAD.

YOU JUST PULLED A CLINTON--

--AND OMITTED A CRUCIAL FACT!

YOU DIDN'T MENTION THAT YOU WERE ALSO PRESENT IN THE WAREHOUSE LAST--HEY! THERE'S JIMMY YAMA, AND HE'S ACTING SUSPICIOUS AGAIN.

THAT BOY IS DEFINITELY UP TO SOMETHING--SOMETHING HE'S DESPERATELY TRYING TO HIDE--BUT WHAT IS IT?!

OH, NO! THAT FAMILIAR TINGLE CAN ONLY MEAN THAT YOUR SPIDER-SENSE IS TRYING TO WARN YOU OF--

--DANGER?!

I-IT'S THE GREEN GOBLIN!

NORMIE!

OH, NORMIE--!

WHAT HAVE YOU DONE?

TALK ABOUT A BIG *SURPRISE!*

I STILL THINK THE BOSS MADE A *MISTAKE* WHEN HE TOLD US TO SAVE THE *SPIDER-TWINS* FROM *FUNNY FACE.*

YOU'RE CERTAINLY ENTITLED TO YOUR *OPINION,* MR. NOBODY--

--BUT THE *KINGPIN* THINKS HE CAN USE THOSE TWO AGAINST *CANIS* AND MY BROTHER.

I *KNOW,* CRAZY EIGHT...

I JUST WISH THE BOSS WOULD STOP PUSSYFOOTING AROUND...

...AND LET ME DO MY THING.

IT'S MY JOB TO NEUTRALIZE ALL HIS ENEMIES!

I GUESS THAT MEANS YOU INTEND TO KILL *CANIS*...

OF COURSE.

MOST DEFINITELY.

SPIDER-GIRL AND THE NEW *SPIDER-MAN?*

BUT THIS IS *ONE* EXCEPTION...

AND *WHO* WOULD THAT BE?

MY BROTHER.

NOBODY IS SUICIDAL ENOUGH TO *THREATEN* MY BABY BROTHER.

I-IT WAS ALL ... A LIE!

MIDTOWN HIGH SCHOOL

NORMIE PROMISED TO QUIT BEING THE GOBLIN.

HE SWORE THAT THE WAR BE-TWEEN THE PARKERS AND THE OSBORNS WAS FINALLY OVER.

HE SAID HE WANTED TO PUT THE PAST BEHIND HIM.

WHY IS HE WEARING THAT STUPID COSTUME AGAIN?

Y-YOU THOUGHT HE WAS YOUR FRIEND, AND THE TWO OF YOU WERE EVEN STARTING TO --

HEY! HEY! YOU OKAY, MAYDAY?

DID SOME-ONE DIE OR SOME-THING?

HUHH?! OH...UHH... HI, BRAD... HEATHER.

'MORNING, PARKER.

I WAS JUST ...Y'KNOW... GOING OVER MY MATH HOMEWORK.

YOU SURE? FROM THE EXPRESSION ON YOUR FACE--

COME ON, BRAD! SHE ALREADY SAID SHE WAS FINE.

BUT, HEATHER, I JUST...

ARE YOU GOING TO WALK ME TO CLASS OR NOT?

I...I GUESS I'LL CATCH YOU LATER, MAY.

WHY DOES SUCH A STANDUP GUY HANG WITH SUCH A WHINY LOSER LIKE--WHOA!

IS IT YOUR IMAGINATION--

--OR DID JIMMY YAMA PRACTICALLY DIVE INTO HIS LOCKER TO AVOID BRAD AND HEATHER?!

WHAT'S UP WITH THAT? WHY IS JIMMY ACTING SO WEIRD, AND--

MAY! I'VE BEEN LOOKING ALL OVER FOR YOU. DO YOU STILL HAVE THOSE ENGLISH NOTES I SENT YOU?

YEAH, COURTNEY...

DAVIDA AND I WERE LOOKING THEM OVER YESTERDAY, RIGHT BEFORE WE STARTED BASKETBALL PRACTICE.

COULD I HAVE THEM BACK? I NEED TO CHECK SOMETHING.

NO PROBLEM!

I'M PRETTY SURE I LEFT THEM IN MY GYM LOCKER.

WE'LL JUST... HEY!

EXCUSE ME!

WHO ARE YOU AND WHAT ARE YOU DOING WITH THAT LOCKER?

LIKE THAT'S ANY OF YOUR BUSINESS!

ACTUALLY, THOSE LOCKERS ARE RESERVED FOR THE BASKET-BALL TEAM--

--AND I'M FRIENDS WITH THE GIRL WHO USES THAT ONE.

REALLY?

I GUESS THAT EXPLAINS WHY IT WOULDN'T OPEN.

I'M NEW HERE, AND MUST BE IN THE WRONG PLACE.

NO HARM DONE!

HI, GIRLS! I SEE YOU'VE ALREADY MET MY DAUGHTER.

Y-YOU'RE RELATED TO COACH THOMPSON?

YEAH, BUT I USE MY MOM'S LAST NAME.

I'M FELICITY ...FELICITY HARDY!

MIDTOWN

SO HOW IS YOUR DAUGHTER?

I'M AFRAID WE'VE NEVER BEEN AS CLOSE AS YOU AND LITTLE MAY. I THINK *FELICITY* STILL BLAMES ME FOR THE DIVORCE.

SHE'LL OUTGROW HER ANGER SOMEDAY, FELICIA--

--AND MAY AND I HAVE ALSO BEEN KNOWN TO GO AT IT ON OCCASION. JUST ASK *PETER!*

PLEASE SIGN IN WITH RECEPTIONIST

SPEAKING OF PETER, DOES HE STILL LIKE FORENSICS?

I'LL BET HE MISSES THE *OLD* DAYS.

I KNOW *I* DO.

YOU HAVEN'T TOLD ME *ANYTHING* ABOUT YOUR SON.

HOW IS *GENE?*

WHERE SHALL I BEGIN?

MRS. PARKER --?

I WILL SEE YOU NOW.

NORMIE HAS BEEN LIVING IN THIS PRIVATE SANITARIUM FOR THE PAST FEW MONTHS--

--PRESUMABLY SEEKING THE HELP HE NEEDS TO PUT HIS LIFE BACK TOGETHER.

IF YOU REMEMBER THE SCHEDULE HE GAVE YOU, HE SHOULD BE GETTING OUT OF GROUP RIGHT ABOUT-- BINGO!

THIS IS **IT**, GIRL!

YOU'RE GOING TO GET RIGHT IN HIS FACE AND STAGE YOUR VERY OWN GOBLIN INTERVENT-- **OH, NO!**

SEEMS THE MAN HAS A PREVIOUS ENGAGEMENT.

TH-THAT'S **RAPTOR**--

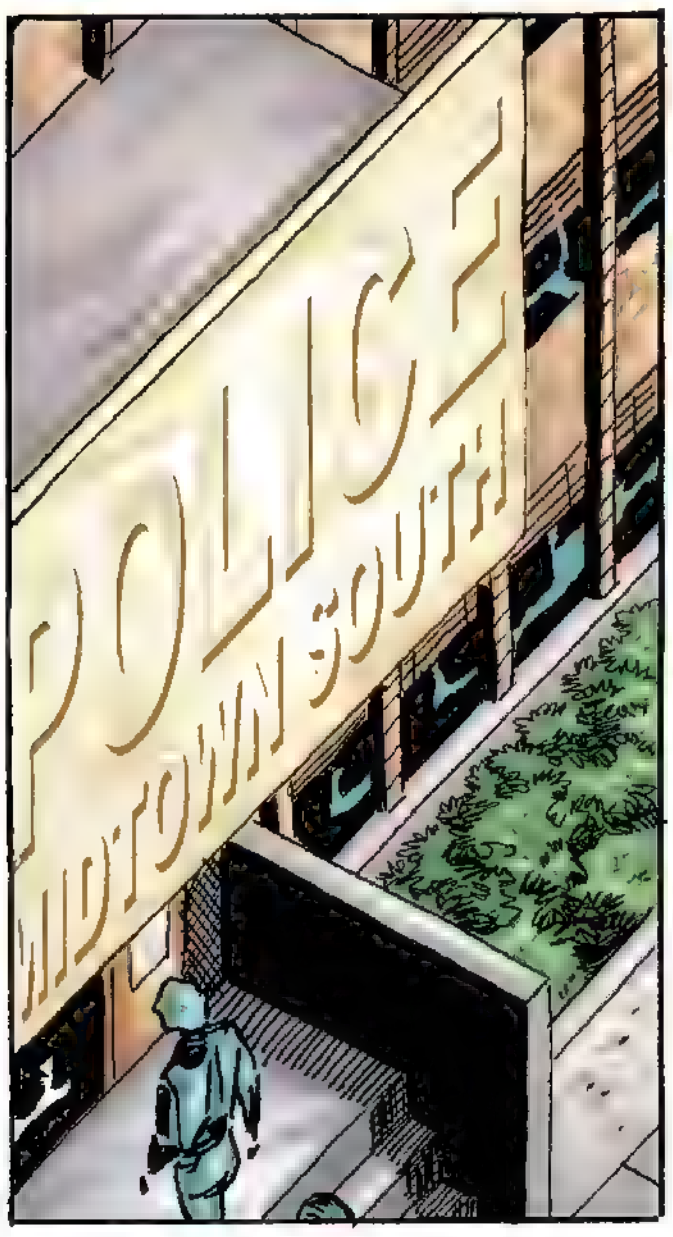
--AND SHE LOOKS AMAZING!

YOU HAD HEARD THAT **BLACKIE ORAGO** AND NORMIE WERE PLANNING TO GET TOGETHER, BUT...

BUT...

HOO-BOY!

SOMETIMES HE FEELS LIKE HE'S THE ONLY ONE IN THE ROOM WHO DIDN'T GET THE JOKE.



HIS WIFE AND DAUGHTER WERE ACTING **ODD** THIS MORNING--

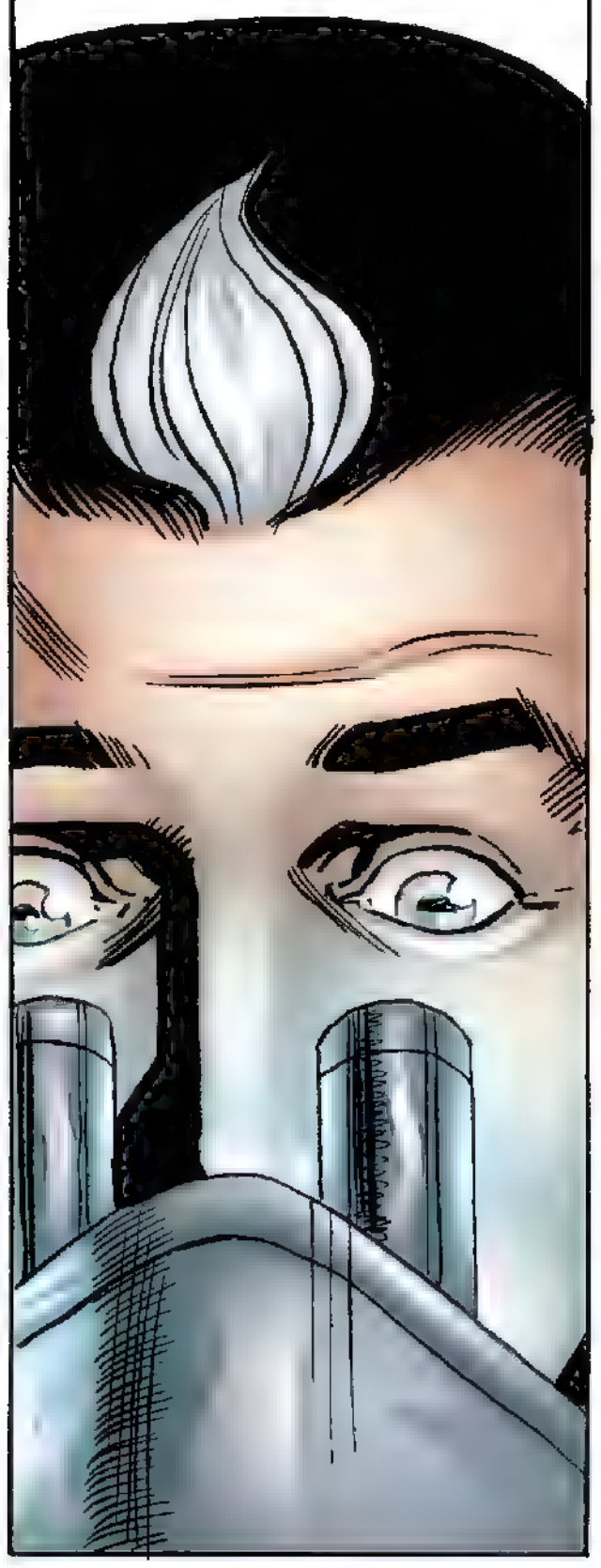
--LIKE THEY WERE SHARING ONE OF THE SPECIAL NO-MEN-ALLOWED MOMENTS.

HIS BEST FRIEND AND CO-WORKER HASN'T CALLED IN...REPORTED TO WORK ...OR ANSWERED ANY OF HIS PAGES.

AND THEN THERE'S THE WEBBING--

THERE'S SOMETHING VAGUELY UNSETTLING, ALMOST REPULSIVE ABOUT IT, AND--

MISTER PARKER? I'M SORRY TO DISTURB YOU--



--BUT I NEED YOUR *HELP!*

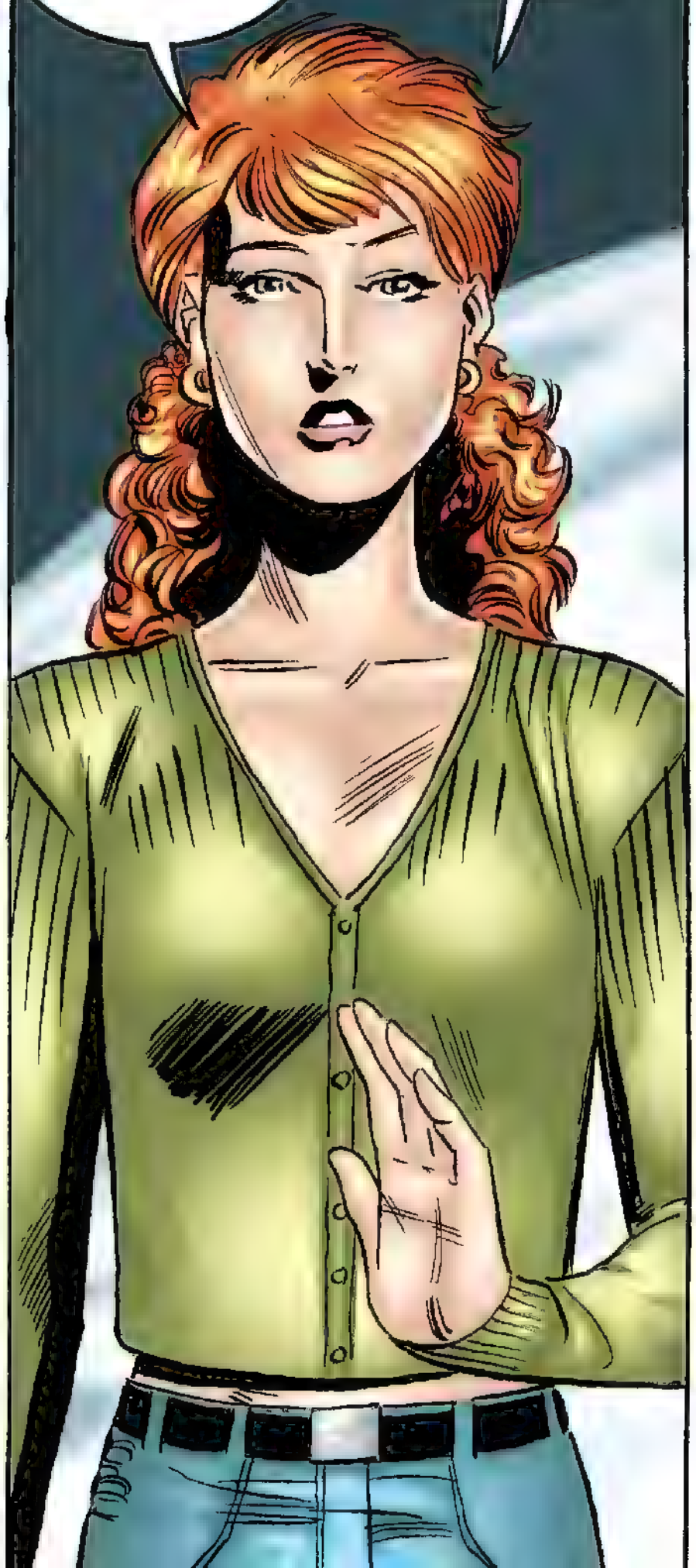
D-DO I KNOW YOU?

I...I'M AFRAID I DON'T SEEM TO RECOGNIZE YOU...BUT THERE'S SOMETHING FAMILIAR ABOUT YOUR VOICE.

VERY GOOD, MR. PARKER! WE HAVEN'T SPOKEN IN YEARS, AND I DOUBT YOU EVER SAW ME OUT OF COSTUME...

MY NAME IS *JULIA CARPENTER,* BUT YOU ONCE KNEW ME AS *SPIDER-WOMAN.*

I NEED TO TALK TO YOU ABOUT THE NEW *SPIDER-MAN.*



LIFE JUST KEEPS PILING ON THE **COMPLICATIONS!**

NOW THAT NORMIE HAS FALLEN OFF THE WAGON--

--AND BACK ON THE GLIDER--

--WHAT'S HIS DEAL WITH **RAPTOR?**

IS HE STILL TRYING TO HELP HER GO **STRAIGHT**--

--OR DOES HE INTEND TO LEAD HER BACK INTO A LIFE OF **CRIME?**

MAYBE YOU SHOULD HAVE JUST **CONFRONTED** THE TWO OF THEM.

YEAH, "SORRY TO INTRUDE ON YOUR **DATE**, BUT I WANTED TO KNOW IF WE HAD TO **FIGHT** NOW."

A LITTLE CRUDE, BUT TO THE POINT.

WHAT IS IT ABOUT SEEING THEM TOGETHER--

--THAT RUNS A JAGGED WIRE THROUGH YOUR BRAIN?

OMIGOSH! LOOK, SYDNEY! IT'S THE NEW SPIDER-MAN EVERYONE'S BEEN TALKING ABOUT!

YOU NEED TO GET YOUR EYES CHECKED, ALEXANDRA.

THAT'S SPIDER-GIRL!

NOW THERE'S AN IDEA--

MAYBE YOU SHOULD PUT THIS WHOLE NORMIE THING ON HOLD--

--AND FOCUS ON LEARNING MORE ABOUT THE NEW SPIDEY!

YOU FOLLOWED HIM TO THIS WAREHOUSE LAST NIGHT, AND THEN THINGS KIND OF GOT OUT OF HAND...

HHHMMM...

THE PLACE IS PLASTERED WITH CRIME SCENE STICKERS.

NO PROBLEM!

NOT FOR SOMEONE OF THE FRIENDLY NEIGHBORHOOD WEB-SLINGER PERSUASION!

YOU JUST WANT TO TAKE A QUICK PEEK INSIDE, IN CASE THERE ARE ANY CLUES TO--

SURPRISE!

SURPRISE!

LOOKS LIKE SOME CRIMINALS REALLY DO RETURN TO THE SCENE OF THE CRIME!

YOU HAD NO *RIGHT* TO BUTT INTO MY PERSONAL BUSINESS LAST NIGHT.

I COULD HAVE MADE THIS A *SPIDER-FREE* CITY IF YOU HADN'T INTERFERED.

YOU HAVE TO LISTEN TO *REASON*, FUNNY FACE.

CANIS IS JUST *USING* YOU.

HE'LL TOSS YOU TO THE *DOGS* AS SOON AS HE REALIZES THAT HE HAS NO CHANCE OF OVERTHROWING THE *KINGPIN*.

WHAT DID *MOM* ALWAYS SAY ABOUT AVOIDING *CRIME LORDS* AND *GANG WARS*?

MOM? WHY DO YOU ALWAYS HAVE TO BRING HER UP?

CAN'T YOU THINK FOR YOURSELF?

DON'T BE LIKE THAT! WE CAN BENEFIT FROM HER EXPERIENCE.

I'LL BET YOU'RE JUST JEALOUS THAT CANIS CAME TO ME!

AM NOT!

ARE SO!

AM NOT!

ARE SO!

THE KINGPIN ONLY HIRED YOU TO GET TO ME.

YOU'RE THE ONE BEING PLAYED --!

YOU'D BETTER TAKE THAT BACK, OR I SWEAR I'LL--

WHOA!

WHOA!

SETTLE DOWN, BOYS!

YOU'RE BROTHERS, REMEMBER? NO MATTER WHAT YOUR DIFFERENCES--

--YOU SHOULDN'T FIGHT WITH EACH OTHER!

YOU'RE ABSOLUTELY RIGHT.

WE *SHOULDN'T* FIGHT WITH EACH OTHER...

NOT WHEN WE HAVE YOU!

GOOD MOVE, GIRL!

YOU OBVIOUSLY PUT A LOT OF THOUGHT IN IT.

UHHH, GUYS...

I THOUGHT YOU WERE SUPPOSED TO BE ON *OPPOSITE* TEAMS.

WE *ARE*... AND RIGHT NOW WE'RE *COMPETING* FOR THE HONOR OF *KILLING* YOU!

BY THE WAY, WHERE'S YOUR *SPIDER-FRIEND* --?

YOU MEAN *SPIDER-MAN*?

HE'S *NO* FRIEND.

DO I SENSE ANOTHER *SIBLING RIVALRY*?

NOT EVEN *CLOSE*!

NICE *MANEUVER*, GIRL!

YOU REALLY *TAGGED* MY BROTHER WITH THAT CRATE!

YOU'RE COMPLIMENTING HER FOR TRYING TO FLATTEN ME?

HEY! YOU'VE GOT TO ADMIT THAT IT WAS PRETTY NEAT THE WAY SHE--

I SAW IT!

NOW DO ME A FAVOR--AND SHUT UP!

IN CASE YOU HAVEN'T NOTICED, I'M TRYING TO CLEAN UP THIS *MESS* YOU GOT US INTO!

MESS?!

YOU HAVE THE NERVE TO CALL *ME* A "*MESS*"?

FROM WHERE *I* SIT, YOU TWO SICKOS ARE A PAIR OF *MAMA'S BOYS*--

--WHO MUST HAVE BEEN OUT TORTURING INSECTS WHILE EVERYONE ELSE WAS ON LINE FOR BRAINS!

BRUM....

THEY SAY THAT DISCRETION IS THE BETTER PART OF VALOR.

YOU SAY GET WHILE THE GETTING IS GOOD...

AND DON'T LET THE DOOR HIT YOU IN THE--OH, NO!

IS THIS A PRIVATE PARTY--

--OR CAN I JOIN THE FUN?!

YES, MA'AM...

LIFE JUST KEEPS PILING ON THE COMPLICATIONS!

MRS. PARKER?

THERE'S A DOCTOR GAYLE ON LINE ONE...

THANK YOU, WILLIAM.

HI, MARY JANE.

I JUST WANTED YOU TO KNOW THAT I'VE CHECKED AND RECHECKED THE RESULTS OF YOUR TESTS.

THEY'RE STILL THE SAME.

I...

I APPRECIATE THE CALL, DOCTOR.

YOUR FOUR-THIRTY IS HERE, MRS. PARKER.

SHALL I-- MRS. PARKER?

MRS. PARKER--?!

ARE YOU...ALL RIGHT?

The END ... FOR NOW!

MARVEL COMICS

SPIDER-GIRL

38

I'M GONNA BE WHAT?!

DEFALCO
OLLIFFE
WILLIAMSON

o/w

YOUR NAME IS MAY "MAYDAY" PARKER.

YOU ARE THE DAUGHTER OF THE ORIGINAL SPIDER-MAN, AND YOUR LIFE HAS RECENTLY GROWN RATHER COMPLICATED.

YOU'RE VERY WORRIED ABOUT YOUR MOTHER'S HEALTH.

YOU'RE ALSO CONCERNED ABOUT PHIL URICH, A FAMILY FRIEND WHO APPEARS TO BE MIA.

AND THEN THERE'S NORMIE OSBORN--A FORMER SUPER-VILLAIN THAT YOU THOUGHT HAD RENOUNCED CRIME AND BECOME YOUR FRIEND--BUT WHO SEEMS TO HAVE RETURNED TO HIS WICKED WAYS.

ASIDE FROM ALL THAT, YOU'RE ALSO IN A HECK OF A LOT OF DANGER RIGHT NOW...

DETERMINED TO WREST CONTROL OF THE CITY'S UNDERWORLD FROM THE KINGPIN OF CRIME, A CRIME-MASTER KNOWN SIMPLY AS CANIS HAS ENLISTED THE AID OF YOUR OLD ENEMY FUNNY FACE.

THE KINGPIN RESPONDED BY HIRING CRAZY EIGHT, FF'S OLDER BROTHER.

AND THAT'S WHERE THINGS GET REALLY INTERESTING--!

The daughter of the original Spider-Man, ***May "Mayday" Parker*** *has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines!*
Stan Lee presents...

SPIDER-GIRL!™

WELL, WELL, LITTLE BROTHER--LOOKS LIKE OUR WEB-STREWN SNOOP HAS RUN INTO AN UNEXPECTED *PROBLEM.*

SHE WAS JUST ABOUT TO ESCAPE OUR COMBINED ASSAULT--

--WHEN THE *GREEN GOBLIN* SUDDENLY BLOCKED HER EXIT.

BLAH! BLAH! BLAH! LIKE I REALLY NEEDED THAT USELESS BIT OF *EXPOSITION,* CRAZY EIGHT.

ANY CHANCE YOU CAN *SHUT UP* LONG ENOUGH FOR US TO JUST *KILL* HER ALREADY?

HI, EVERYBODY! I KNOW I'M INTRUDING ON YOUR LITTLE GET-TOGETHER--

--BUT I JUST COULDN'T RESIST SUCH A PRIME OPPORTUNITY FOR *FUN AND GAMES!*

HOOBOY! THAT'S GOTTA BE NORMIE IN THE GOBLIN GARB!

TOO BAD YOU DON'T KNOW IF HE'S HERE TO AID YOU--

--OR THE PSYCHO SET!

A New Lease on LIFE!

Tom DeFalco & Pat Olliffe
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Al Williamson
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John E. Workman, Jr.
Letterer
Christie Scheele & Heroic Age
Colorists

Frank Dunkerley & Marc Sumerak
Assistant Editors
Matt Hicks & Tom Brevoort
Editors

Joe Quesada
Editor in Chief
Bill Jemas
President

NO OFFENSE, GOBLIN--BUT MY BROTHER AND I ARE ON THE *CLOCK* HERE.

SO JUST *BUTT OUT!*

IN HIS OWN ENDEARING WAY, *FUNNY FACE* IS TRYING TO TELL YOU THAT WE HAVE A *BUSINESS* INTEREST IN THE WEB-HEAD.

WE WOULD APPRECIATE A LITTLE *PROFESSIONAL COURTESY.* UNLESS, OF COURSE, YOU'RE ALSO ALLIED WITH EITHER *CANIS* OR THE *KINGPIN.*

SORRY, BOYS...

...THE *GREEN GOBLIN* ONLY WORKS FOR HIMSELF.

AS FOR SPIDER-GIRL...

I'M AFRAID THAT I CONSIDER HER A VERY CLOSE *FRIEND*--

--AND COUNT HER *ENEMIES* AMONG MY OWN!

HOO HAH! LOOKS LIKE NORMIE IS STILL HEADING FOR A HALO.

SORRY TO HEAR IT.

WHILE I KNOW YOU'RE NOT THE ORIGINAL, I'VE ALWAYS ADMIRED THE WHOLE *GOBLIN MYSTIQUE.*

IF *CRAZY EIGHT* IS ONE OF YOUR FANS--

--I'D *REALLLLLY* HATE TO MEET AN *ENEMY.*

W-WOW! HE *DOES* HAVE A TEMPER.

Y-YOU *KIDDING?* HE HASN'T EVEN *WARMED UP* YET.

YOU PEOPLE MUST HAVE *MISTAKEN* ME FOR SOMEONE ELSE.

I AM A *PRO-FESSIONAL.*

I NEVER ALLOW MY *EMOTIONS* TO INTER-FERE WITH MY *WORK.*

THIS IS STRICTLY *BUSINESS* AS FAR AS I'M CONCERNED!

I DON'T BELIEVE I'M SAYING THIS -- BUT *I ACTUALLY AGREE WITH FUNNY FACE!*

YOU REALLY *DO* TALK TOO MUCH!

SEE? THAT'S ALL I'M SAYING!

AND I HAD TO GROW UP WITH THAT SELF-RIGHTEOUS POPINJAY!

Y-YOU =UHHH= HAVE MY SYMPATHY.

THANKS LOADS.

TELL YOU THE TRUTH, I'D RATHER HAVE YOUR HEAD ON A PIKE.

YOUR BIG GREEN BUDDY SEEMS A LITTLE OUT OF PRACTICE.

PITY.

FUNNY FACE WILL BE *INSUFFERABLE...*

--IF HE WINS HIS BOUT BEFORE I DEFEAT YOU.

POOR NORMIE! HE'S BEEN LIVING IN A SANITARIUM FOR THE PAST FEW MONTHS--

--TRYING TO EXORCISE THE PERSONAL DEMONS THAT ORIGINALLY DROVE HIM TO BECOME THE GOBLIN.

IMAGINE HOW YOUR BRO WILL LORD IT OVER YOU--

--WHEN I WIN!

NOW, *THAT'S* AN OPTION I NEVER EVEN CONSIDERED--!

WHILE YOU DO APPRECIATE THE ASSIST, RETURNING TO HIS COSTUMED IDENTITY CAN'T BE GOOD FOR NORMIE OR--UH-OH!

COOL *PYRO-TECHNICS, HUH?*

BUNKY AND I SPENT HOURS PERFECTING THEM.

UHHHH... YEAH... TERRIFIC.

Y'KNOW, I'VE ALWAYS BEEN CURIOUS ABOUT *BUNKY.*

ARE YOU REALLY *CRAZY* ENOUGH TO THINK YOUR SILLY-LOOKING CLOWN STICK IS *ALIVE--*

--OR IS IT JUST PART OF YOUR *ACT?*

WH-WHY ARE YOU *CUTTING IN,* SPIDER-GIRL?

I CAN HANDLE THIS JOKER ON MY OWN.

YEAH, BUT I'M TIRED OF DANCING WITH *CRAZY EIGHT--*

--SO LET'S *CHANGE* PARTNERS.

I...

I THINK I'VE JUST BEEN *INSULTED.*

WHAT'S WITH THE *ATTITUDE* ON THAT GIRL?

WHO IS *SHE* TO DICTATE THE TERMS OF THIS FIGHT?

SHE'S NOT THE *BOSS* OF US.

WE'RE ALL MAJOR *SUPER-VILLAINS* HERE.

MAYBE...BUT *I'M* NOT GOING TO ARGUE WITH HER.

MIND IF I *BORROW* BUNKY FOR AWHILE?

IT'S TIME WE BONDED.

NO! *NO!* YOU OBVIOUSLY INTEND TO HARM HIM.

AND PEOPLE THINK YOU'RE *SLOW!*

I CONFESS TO AN OVER-WHELMING URGE TO *SMASH* HIS HEAD INTO TINY PIECES.

DO YOU THINK I'M *SUBLI-MATING?*

TRUST ME, LADY--

--YOU REALLY DON'T WANT TO KNOW WHAT I THINK.

NO ARGUMENT!

AS MUCH AS I ENJOY A GOOD, OLD-FASHIONED GRATUITOUS FIGHT, BUNKY AND I HAVE A PREVIOUS ENGAGEMENT.

TOODLES.

EVEN AS THE SMOKE CLOUD SPREADS, YOUR SPIDER-SENSE WARNS YOU AGAINST SPRINGING UPWARD.

GOBLIN?

GOBLIN?

YOU THERE?

N-NOT FOR LONG... I'M ABOUT TO FLY ABOVE THIS MESS.

NO!

I SENSE DANGER.

EITHER FUNNY FACE OR CRAZY EIGHT IS PLANNING TO UNLOAD ON US AS SOON AS WE STICK OUR NECKS OUT.

STAY CLOSE TO THE GROUND, AND FOLLOW THE SOUND OF MY VOICE.

UHHH... OKAY!

I ASSUME YOU'D KNOW IF THIS CLOUD WAS POISONOUS OR SOMETHING.

I...I GUESS.

YOU GUESS?! THAT'S HARDLY REASSURING.

WHAT IF IT AFFECTED YOUR SPIDER-SENSE?

WE COULD ALREADY BE DYING.

SINCE WHEN ARE YOU SO PARANOID?

JUST RELAX, AND I'LL TELL YOU WHEN IT'S SAFE TO LEAVE.

OKAY...

KICK IT!

Y-YOU SURE--?

DUH! IT ISN'T LIKE I WANT TO GET BLASTED, EITHER.

THEY MUST HAVE GOTTEN BORED WAITING FOR US, AND TOOK OFF.

WHAT'S *WITH* YOU, ANYWAY? YOU SOUNDED A LOT MORE CONFIDENT EARLIER.

TH-THAT WAS BEFORE THE FIGHT STARTED--

--AND I REALIZED HOW *UNPREPARED* I WAS.

YEAH, WHICH BRINGS UP *ANOTHER* TOPIC--

--*WHY* ARE YOU BACK IN COSTUME?

YOU SWORE THAT YOUR GOBLIN DAYS WERE *OVER!*

THINGS AREN'T QUITE WHAT THEY APPEAR, SPIDER-GIRL.

YOU'LL UNDERSTAND WHAT I MEAN AS SOON AS WE RETURN TO *OUR SECRET HEADQUARTERS.*

SECRET *WHAAAAA--?*

NORMIE, YOU'RE STARTING TO SCARE ME.

GET READY FOR A BIG *SURPRISE--!*

ENOUGH WITH THE CRYPTIC COMMENTS!

I WANT TO KNOW WHAT POSSESSED YOU TO *FLUSH* ALL YOUR THERAPY DOWN THE DRAIN?

WHO SAYS I DID?

NOT *ME*, THAT'S FOR SURE.

WHAAAA --?!

NORMIE?!

B-BUT IF YOU'RE--?

W-WHO --?

UNCLE PHIL--?

Y-YOU'RE THE NEW GOBLIN?

BY JOVE --I THINK SHE'S FINALLY GOT IT!

NORMIE HAS SECRETLY BEEN PLANNING THIS FOR MONTHS.

HE FELT IT WAS FINALLY TIME TO HARNESS THE POWER OF THE GREEN GOBLIN FOR GOOD.

AND *URICH* WAS THE LOGICAL CHOICE..SINCE HE ALREADY KNOWS YOUR IDENTITY AND HAS OFTEN MASQUERADED AS A GOBLIN.

HOW DID YOUR FIRST FIGHT GO?

WELL, I HAVE TO CONFESS...

...I'M A LOT *RUSTIER* THAN I THOUGHT.

I ANTICIPATED AS MUCH--

--AND FIGURED WE COULD REVIEW YOUR PERFORMANCE AT OUR LEISURE.

HEY, DUDE! I CAN SEE WHERE *FUNNY FACE* MANAGED TO KEEP YOU A LITTLE OFF-BALANCE ...BUT YOU EVENTUALLY RECOVERED...AND CAME BACK STRONG AGAINST *CRAZY EIGHT.*

PRETTY COOL MANEUVER!

YOU *THINK* SO, DUDE?

I KNOW SO, DUDE!

NORMIE, ARE YOU SURE YOUR PSYCHIATRIST WILL APPROVE OF YOU BEING INVOLVED LIKE THIS?

NORMIE? --?

UNCLE PHIL--?

HOO-BOY!

ONCE UPON A TIME, UNCLE PHIL WAS A FORMER SUPER HERO WHO HELPED TUTOR YOU.

THEN NORMIE OSBORN KINDA-SORTA TOOK OVER THE JOB.

AND NOW--?!

LOOK! UP IN THE SKY--!

IT'S HIM! IT'S REALLY HIM!

IT'S THE NEW SPIDER-MAN!

HIM AGAIN.

BAD ENOUGH THIS BIG PHONY'S TRYING TO LIVE OFF YOUR DAD'S REP--

--JUST LOOK AT THE WAY HE'S PLAYING THE CROWD.

MAYBE YOU SHOULD SLIP INTO YOUR OWN WEBS--

--AND REMIND EVERYONE THAT THIS TOWN ALREADY HAS A RESIDENT WALL-CRAWLER.

OH, GREAT! YOU MUST HAVE LEFT YOUR COSTUME BACK AT THE--

÷UGNN÷

--WEB-SITE, AS THE BOYS NOW CALL IT.

TALK ABOUT A PRODUCTIVE DAY! SO FAR YOU'VE ALLOWED TWO SUPER-VILLAINS TO ESCAPE CAPTURE--

--WATCHED YOUR FORMER MENTORS BEHAVE LIKE FRAT BROTHERS--

--AND FAILED TO LEARN ANYTHING ABOUT THE NEW SPIDEY.

COULD YOU POSSIBLY FEEL MORE USELESS, OR --

MOM?

DAD?

I-IS EVERY-THING ...OKAY?

I'M GLAD YOU'RE FINALLY HOME.

WE'VE BEEN WAITING FOR YOU.

YOUR MOTHER HAS SOMETHING SHE NEEDS TO DISCUSS WITH US!

OH, GOD!

IN ALL THE EXCITEMENT, YOU --

--YOU COMPLETELY FORGOT ABOUT YOUR MOM!

I GUESS YOU'VE BOTH NOTICED THAT I HAVEN'T BEEN MY USUAL CHEERY SELF LATELY.

I'VE BEEN FEELING A LITTLE UNDER THE WEATHER, AND FINALLY WENT TO SEE THE *DOCTOR* EARLIER TODAY...

OH, GOD!

M-MOMMY--!

A-ARE YOU ALL RIGHT, HON?

MOMMY--!

I-IS ANYTHING *WRONG?*

WE'RE GOING TO HAVE ANOTHER BABY!

...

...

H-HOW COULD THIS HAPPEN ?

:EEEE UUUU:

MARY JANE, I...

I LOVE YOU SO VERY MUCH.

A-ARE YOU OKAY WITH THIS, PETER?

YOU KIDDING? I'M ECSTATIC

Y-YOU ARE--?

WHY WOULDN'T I BE?

I'M SURE I'LL EVENTUALLY COME BACK DOWN TO EARTH --AND FACE ALL THE HARSH REALITIES OF RAISING ANOTHER CHILD--BUT THIS IS *TERRIFIC* NEWS.

THINK ABOUT IT, MAY--*YOU'RE FINALLY GOING TO GET A LITTLE BROTHER OR SISTER!*

AND THAT'S EXACTLY WHAT YOU ALWAYS WANTED--

--WHEN YOU WERE FOUR YEARS OLD!

HOO-BOY!

SOMETIMES YOU WONDER IF YOUR PARENTS WILL EVER GROW UP.

TH-THEY'RE MUCH TOO OLD TO START A NEW FAMILY.

BABIES ARE EXPENSIVE--

--AND REQUIRE A LOT OF ATTENTION.

AND WHAT ABOUT YOUR MOM'S CAREER?

MAYBE YOU'RE JUST BEING SELFISH, BUT--HEY! THERE'S JIMMY YAMA, AND IT LOOKS LIKE HE'S WAITING FOR SOME--

15¢

--HEATHER NOBLE?!

B-BUT SHE'S SUPPOSED TO BE GOING STEADY WITH BRAD MILLER.

HOO-BOY!

SWELL! JIMMY'S A FRIEND--

--BUT SO IS BRAD.

DO YOU PLAY THE RAT--

--OR CLAMP YOUR MOUTH?

HOW WOULD YOU HAVE FELT IF SOMEONE HAD PULLED YOU ASIDE--

--AND DISHED THE DIRT ON JACK JAMESON AND NANCY LU?

NICE LIFE, GIRL! YOUR FRIENDS HAVE GONE ALL WB ON YOU.

PHIL AND NORMIE ARE LOST IN THEIR GOBLIN THING.

THE NEW SPIDEY'S TRYING TO REPLACE YOU.

CRAZY EIGHT AND FUNNY FACE WANT YOU DEAD.

AND YOUR PARENTS-- HOO BOY!

YOU NEED TO GET YOURSELF BACK ON TRACK.

BUT... HOW?

HOW?

C ... A ... N ... I ... S?

YES, THE NATIONAL CRIME DIRECTORY HAS A RATHER EXTENSIVE FULE ON THE MAN.

WHAT IS YOUR INTEREST IN HIM, SPIDER-GIRL?

HE'S INVOLVED IN SOME SORT OF GANG WAR WITH THE KINGPIN OF CRIME.

THIS DOESN'T SOUND LIKE A JOB FOR THE AVENGERS. WE USUALLY LEAVE STREET CRIMINALS TO THE JURISDICTION OF THE LOCAL AUTHORITIES, AND--

FRIENDLY NEIGHBOR-HOOD HERO-TYPES LIKE *MOI*?

GOTCHA!

ONE LAST QUESTION, MAINFRAME--

--DO YOU KNOW IF THIS MOUNTAIN OF PAPERWORK CONTAINS ANY HINTS ON HOW I CAN ACTUALLY *FIND* CANIS?

HAVE YOU TRIED THE LOCAL PHONE BOOK?

THE KINGPIN--?! I THOUGHT HE WAS LOCKED UP YEARS AGO.

STILL *IS*, STINGER... BUT I GUESS THAT HASN'T STOPPED HIM FROM RUNNING THINGS.

CANIS KENNELS

THIS IS ALMOST TOO EASY.

IS IT?

YOU HAVE NO PROOF THAT HE'S INVOLVED IN ANYTHING ILLEGAL.

YOU CAN'T ENTER HIS PREMISES OR TOUCH HIM--

--NOT UNLESS YOU WANT TO BE ARRESTED--

--FOR *ASSAULT* AND *CRIMINAL TRESPASS.*

B-BUT I KNOW THAT HE'S WORKING WITH *FUNNY FACE* --A WANTED FELON!

KNOWING *ISN'T* PROVING.

I HATE TO BREAK IT TO YOU, GIRL-FRIEND--

--NOBODY EVER SAID LIFE WAS *FAIR!*

SOMETIMES YOU WONDER WHY YOU EVEN BOTHER...

WHAT'S THE POINT OF DRESSING UP IN A SILLY COSTUME--

--AND RISKING YOUR FOOL NECK?

THERE ARE OTHER OCCASIONS, HOWEVER, WHEN YOU'RE RIDING A WEB AND THE WIND'S CARESSING YOUR FACE--

--THAT THE ANSWER IS SOOOOO PAINFULLY OBVIOUS!

THIS IS YOUR CITY--

--AND YOUR PARENTS ARE HAVING A BABY!

MAYBE THE AVENGERS ARE TOO BUSY TO WORRY ABOUT COMMON CRIMINALS.

YOU AREN'T.

A BABY--!

MAYBE A BUNCH OF PSYCHOS ARE TRYING TO WHACK YOU, AND THE NEW SPIDER-MAN WANTS YOUR JOB.

A BABY--!

MAYBE YOUR FRIENDS ARE GOING ALL CRAZY...

...AND YOUR SOCIAL LIFE'S A TOTAL DISASTER.

A BABY--!

MAYBE LIFE ISN'T FAIR, AND THE GOOD GUYS DON'T HAVE IT EASY.

YOU ARE ABOUT TO BECOME A BIG SISTER--

--AND IT'S STILL A SPIDER-GIRL WORLD!

THE END...for Now!

MARVEL COMICS

SPIDER-GIRL

39

DEFALCO
BATISTA
LIVESAY

The daughter of the original Spider-Man, **May "Mayday" Parker** has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines!

Stan Lee Presents...

SPIDER-GIRL™

SPIDER-MAN-- BEHIND YOU!

HUH --?

OH!

Y-YOU'RE JUST SHOWING OFF, SPIDER-GIRL.

I COULD HAVE HANDLED THAT CREEP ON MY OWN.

COULD HAVE...

SHOULD HAVE...

DIDN'T!

YOUR NAME IS MAY "MAYDAY" PARKER, AND YOU'RE THE DAUGHTER OF THE ORIGINAL SPIDER-MAN.

YOU CAN BARELY STOMACH THIS UNGRATEFUL COSTUMED PHONY, AND WOULD LOVE TO SEE HIM GET TRASHED, BUT--

Tom DeFalco • Script
Chris Batista • Pencils
Livesay • Inker
John E. Workman • Letterer
Christie Scheele Heroic Age • Colorist
Dunkerley, Sumerak, and Youngquist
Assistant Editors
Matt Hicks and Tom Brevoort
Editors
Joe Quesada • Editor in chief
Bill Jemas President

DUTY CALLS!

TAKE A HINT, GIRL--

--I DIDN'T ASK FOR YOUR HELP!

TRUE ENOUGH, BUT YOU'D BETTER ACCEPT IT--

--OR YOU MIGHT COME DOWN WITH A SERIOUS CASE OF DEAD!

THIS ISN'T A GAME, SPIDER-MAN.

IN CASE YOU'VE FORGOTTEN, THE CITY'S EMBROILED IN A MAJOR GANG WAR.

OUHHH!

LIKE I REALLY NEED YOU TO REMIND ME THAT SOME WACKO NAMED CANIS HAS DEVELOPED ILLUSIONS OF GRANDEUR--

--AND IS TRYING TO MUSCLE THE UNDERWORLD AWAY FROM THE THE KINGPIN OF CRIME!

BELIEVE IT OR NOT, I EVEN KNOW WHERE CANIS IS--

YEOWWW!

OHMIGOD!

I...I'VE BEEN SHOT!

I'M BLEEDING --!

REEEELAX, MACHO MAN! THE BULLET BARELY GRAZED YOU.

IT'S JUST A FLESH WOUND.

DON'T BE SUCH A BIG BABY!

Y-YOU DON'T UNDER-STAND --!

M-MY ARM COULD BECOME INFECTED, AND-- OH, GOD!

WHAT'S WITH YOU, MAN?

A-ARE YOU GOING TO BE ALL RIGHT?

MIND YOUR OWN BUSINESS!

THIS DOESN'T CONCERN YOU!

JUST LEAVE ME ALONE!

WH-WHAT WAS THAT ABOUT?!

I'M AFRAID THERE'S BEEN AN UNEXPECTED *DEVELOPMENT*, SIR.

MISTER NOBODY, THOUGH I HAVE COME TO ENJOY THE OBVIOUS BENEFITS OF YOUR ABILITY TO *TELEPORT*--

--I ALSO VALUE THE LITTLE *PRIVACY* I AM AFFORDED IN THIS INSTITUTION--

--AND *INSIST* THAT YOU CONFINE YOUR VISITS TO OUR ESTABLISHED SCHEDULE.

I...I'M SORRY, KINGPIN.

D-DO YOU WANT ME TO COME BACK *LATER*?

THE ART OF WAR

SINCE YOU HAVE ALREADY DISTURBED ME, YOU MAY AS WELL DELIVER YOUR REPORT.

ANOTHER COUPLE OF OUR BOYS--*DUNKERLEY* AND *HICKS*--RECENTLY THREW IN WITH THE OPPOSITION, SO I SENT *CRAZY EIGHT* TO DELIVER THE USUAL SEVERANCE PACKAGE.

A PITY. I RATHER LIKED THOSE TWO.

YEAH. ME, TOO.

LISTEN, I REALLY HATE TO BRING THIS UP AGAIN, BUT I DON'T KNOW HOW FAR WE CAN TRUST THE *EIGHT*.

HE KEEPS REMINDING ME THAT HIS BROTHER WORKS FOR *CANIS*.

THERE IS SO LITTLE *TRUST* IN OUR PROFESSION.

SAY WHAT --?!

IT'S JUST A *SUGGESTION*, MAY. BETWEEN THE GANG WAR AND THE NEW SPIDER-MAN, YOU'VE BEEN RUNNING YOURSELF *RAGGED* THE PAST COUPLE OF WEEKS.

NORMIE AND I THINK YOU COULD USE A *BREAK*.

YOU *DO*, *HUH?*

YEAH. THE TWO OF US HAVE ALREADY STARTED GOING THROUGH THIS FILE THE *AVENGERS* ASSEMBLED ON *CANIS*.

INTERESTING FELLOW.

SINCE WHEN DO YOU GUYS DECIDE WHAT *I* NEED?

DON'T BE THAT WAY, MAY! URICH AND I ARE JUST TRYING TO HELP.

WE FIGURE THAT YOU'D WANT TO SPEND SOME EXTRA TIME WITH YOUR MOM, NOW THAT SHE'S *PREGNANT* AND ALL.

WELL ...I...I *GUESS*.

YOU DON'T HAVE TO WORRY ABOUT A THING.

NOW THAT I'M THE *GREEN GOBLIN*, I CAN WATCH OVER THE CITY IN YOUR ABSENCE.

HERE! YOU CAN EVEN TAKE MY CELL, AND WE PROMISE TO CALL AT THE FIRST SIGN OF TROUBLE.

MAYBE THE BOYS HAVE A POINT.

AND MAYBE...

...JUST MAYBE...

...UNCLE PHIL WANTS AN EXCUSE TO DO HIS GOBLIN THING.

NOT YOUR PROBLEM, GIRL!

THE MAN'S AN ADULT, AND YOU COULD USE THE FREE TIME.

YOU CAN HANG WITH YOUR MOM AND HAVE A MAJOR SIT-DOWN WITH YOUR DAD.

THE POOR MAN'S BEEN GOING BUGGY EVER SINCE THE NEW SPIDER-MAN HIT THE--WHOA!

CHECK THE LOVEBIRDS!

JIMMY YAMA AND HEATHER NOBLE ARE KINDA CUTE TOGETHER

SALE

TOO BAD SHE'S ALSO DATING BRAD MILLER!

ARE YOU CRUISING FOR A BRUISING?

H-HUH --?!

MAYDAY.

WH-WHAT ARE YOU TALKING ABOUT?

DON'T PLAY DUMB, JIMMY...

BAD ENOUGH YOU'RE DOGGING ANOTHER GUY'S GIRL-- YOU HAVE TO BE SO BLATANT ABOUT IT?

BRAD HAS A LOT OF FRIENDS.

SOMEONE'S BOUND TO MOUTH OFF ABOUT YOU AND HEATHER.

IS THAT A THREAT, MAY?

YOU SHOULD STOP SPYING ON ME, AND WORRY ABOUT YOUR OWN LOVE LIFE.

YOU STILL CHASING AFTER JACK JAMESON--

--OR DID HE DITCH YOU FOR NANCY LU?

WHAT'S WITH THE ATTITUDE, JIM?

I'M JUST TRYING TO HELP.

OH, REALLY?

I MUST HAVE MISSED THAT PART.

HEY, MAYDAY! HOW'S IT GOING?

SAY... WASN'T THAT JIMMY YAMA?

GUY LOOKS PRETTY DOWN.

CARDS

YOU TWO HAVE A FIGHT?

UHHHH... HI, BRAD.

HOO-BOY!

HOW LONG WAS HE HERE?

WHERE YOU HEADED?

I'M MEETING HEATHER AT THE COFFEE SHOP IN A FEW MINUTES.

CARE TO JOIN US?

I COULD USE THE SUPPORT.

SUPPORT? WHAT DO YOU MEAN "SUPPORT"?

HEATHER'S BEEN ACTING KIND OF WEIRD LATELY.

Y'KNOW, GETTING ON MY CASE ABOUT ALL SORTS OF GARBAGE.

I FIGURED SHE WON'T ACT UP IF YOU'RE THERE.

SOUNDS LIKE YOU GUYS NEED TO TALK--

--IN PRIVATE!

CATCH YOU LATER!

HOO BOY! TALK ABOUT A DAWSON'S CREEK MOMENT.

YOU NEED TO UPGRADE YOUR FRIENDS, GIRL.

HEY, MOM! MOM! WHAT THE HECK ARE YOU DOING?

I'M RIGHT IN THE MIDDLE OF A TELEPATHIC DEBATE WITH PSILORD OF THE FANTASTIC FIVE.

IT JUST LOOKS LIKE I'M VACUUMING.

IS IT, Y'KNOW, SAFE FOR YOU TO BE DOING HOME-WORK IN YOUR CURRENT--

--CONDITION?

I'M JUST PREGNANT, HOTSHOT.

I'M STILL ME.

WHY ARE YOU AT HOME IN THE MIDDLE OF A SATURDAY?

SHOULDN'T YOU BE OUT HANGING WITH YOUR FRIENDS--

--OR CLIMBING SOME WALL?

ACTUALLY, I WAS HOPING TO CATCH UP WITH YOU.

I'LL HELP WITH THE CHORES, AND THEN WE CAN HAVE LUNCH OR GO SHOPPING OR WHAT-EVER.

THAT SOUNDS VERY NICE.

I'D LOVE A DAY WITH YOU...

BUT I'M AFRAID I HAVE TO ASK FOR A RAIN CHECK.

I ALREADY HAVE PLANS WITH AN OLD FRIEND.

SORRY, HON.

WHY DON'T YOU GIVE DAVIDA A CALL?

YEAH... NO PROBLEM.

WE CAN DO IT SOME OTHER TIME.

ANY CHANCE YOU KNOW WHERE I COULD FIND DAD?

YOUR VISIT CAUGHT ME BY SURPRISE THE OTHER DAY, MS CARPENTER. HOW DID YOU LOCATE ME?

IT WASN'T ALL THAT HARD, MR. PARKER...

...YOU LIVE IN THE SAME HOUSE WHERE YOU WERE RAISED, AND YOU WORK FOR THE POLICE.

OH, AND PLEASE... CALL ME "JULIA."

I GUESS I SHOULD HAVE ASKED...WHY DID YOU EVEN BOTHER?

DON'T BE COY, PETER!

JESSICA DREW, ME, MATTIE FRANKLIN, AND CASSANDRA WEBB-- ALL OF THE SPIDER-WOMEN-- WE ALL USED YOU TO GET MESSAGES TO THE ORIGINAL SPIDER-MAN AT ONE POINT OR ANOTHER.

THAT WAS A LONG TIME AGO.

YEAH, AND I HEAR HE'S SUPPOSED TO BE DEAD...

BUT I ASSUME YOU STILL KNOW HOW TO CONTACT HIS FAMILY.

WH-WHAT DO YOU WANT WITH THEM?

YOU'VE HEARD OF SPIDER-GIRL? I FIGURE SHE MIGHT BE RELATED TO HIM--

--AND I MAY NEED HER HELP AGAINST THAT NEW SPIDER-MAN.

ISN'T THIS A DAY FOR SURPRISES?

I DON'T KNOW WHAT I FIND MORE UNEXPECTED --A CALL FROM YOU, OR THE DIRT ON JIMMY AND HEATHER?

BUT I REALLY NEED SOME ADVICE.

WHAT'S THE RIGHT THING FOR ME TO DO, DAVIDA?

OKAY, OKAY, I'LL COP TO BEING A BAD FRIEND...

SHOULD I KEEP JIMMY'S SECRET.. OR CLUE BRAD?

ALL DEPENDS, GIRL...

ON WHAT?

YOU STILL GOT A THING FOR MR. MILLER?

DAVIDA! THIS ISN'T ABOUT ME!

OH, NO? MY MISTAKE.

WELL, WELL, LOOK WHO I SEE--!

IT'S THE JAMESON BOY AND HIS CUTE FRIEND! C'MON! I'VE BEEN WANTING TO MEET THAT GUY!

B-BUT JJ AND I AREN'T--

HEY, JJ!

DAVIDA?

MAYDAY?

COME ON OVER, AND MEET MY MAIN BUD.

HI.

I'M RICHIE ROBERTSON.

DAVIDA KIRBY... AND MY GIRL IS MAY PARKER.

HOW DO YOU KNOW JJ?

W-WE SORT OF MET AT... WORK.

RICHIE WAS EMPLOYED BY MY GRANDFATHER.

YEAH, I... I DID SOME COMPUTER PROGRAMMING FOR OLD MAN JAMESON.

REALLY?

I'VE BEEN MEANING TO GIVE YOU A CALL, GIRL...

HAVE YOU?

UH-OH --!

WHY IS YOUR SPIDER-SENSE SUDDENLY-- OH!

IT'S NANCY LU, AND SHE ISN'T REAL THRILLED TO SEE YOU WITH JJ.

GREAT!

JUST GREAT!

COME RIGHT IN AND MAKE YOURSELF AT HOME...

CANIS KENNELS

I'VE BEEN EXPECTING A VISIT FROM YOU, *CRAZY EIGHT.*

WOULD IT BE DISCOURTEOUS FOR ME TO ASK IF YOU'RE HERE TO *TALK* ...OR *FIGHT?*

LET'S START WITH TALKING, *MR. CANIS*...

WE CAN ALWAYS RESORT TO VIOLENCE IF THE CONVERSATION *FALTERS.*

YOU, SIR, ARE AN ENTREPRENEUR.

WHILE I CAN UNDERSTAND--AND EVEN *APPLAUD*--YOUR DESIRE TO INITIATE A HOSTILE TAKEOVER OF THE KINGPIN'S EMPIRE, I'M A LITTLE CONCERNED ABOUT MY BROTHER'S FUTURE.

EXACTLY *HOW* DOES HE FIT INTO YOUR LONG-TERM PLANS?

FUNNY FACE AND I HAVE A MUTUALLY BENEFICIAL BUSINESS ARRANGEMENT.

ONE WHICH COULD CERTAINLY BE EXTENDED TO INCLUDE *YOU,* AS WELL...

WHILE I APPRECIATE THE OFFER, SIR...

...PEOPLE IN MY PROFESSION *SHOULDN'T* SWITCH ALLEGIANCES IN MID-GANG WAR.

SENDS THE *WRONG* MESSAGE, IF YOU KNOW WHAT I MEAN.

HEY!

WH-WHAT ARE *YOU* DOING HERE?

CHECKING UP ON ME AGAIN?

RICHIE'S A REAL HUNK, DON'T YA THINK?

I GUESS...

SOOOO ...WHAT IS THE STORY WITH YOU AND JJ?

LIKE I KNOW!

HE SEEMS INTERESTED IN *ME*, BUT HANGS WITH *NANCY*.

HOW'S ABOUT WE *DISPENSE* WITH THE BOY TALK AND SHOOT A FEW HOOPS TO-- *LOOK OUT!*

YO, GIRL!

WATCH THE *DOORS* NEXT TIME!

SORRY...

I'M IN A BIT OF A RUSH.

WHO WAS *THAT*?

COACH'S DAUGHTER.

NAME'S *FELICITY*.

THOMPSON HAS A DAUGHTER?! I DIDN'T EVEN KNOW HE WAS MARRIED.

DIVORCED.

WHERE HAVE *I* BEEN--

--AND SINCE WHEN ARE *YOU* SO PLUGGED INTO THE GOSSIP MILL?

I WISH I--

I DON'T BELIEVE THIS--!

WHAT'S THE PROBLEM, LISA?

SOMEONE **BROKE** INTO MY LOCKER AND **RIPPED OFF** ALL MY CDS.

YOU GUYS SEE ANY STRANGE FACES AROUND?

UHHHHH...

NO.

NOT REALLY.

PARKER --KIRBY-- JUST THE TWO I WANTED TO SEE!

CONGRATULATIONS ARE IN ORDER, GIRLS.

OUR PLAN WORKED.

WHAT PLAN, COACH?

YOU KNOW... THE ONE WITH ***NANCY LU.***

I ASKED YOU TO COZY UP TO HER AND RECRUIT HER FOR OUR BASKETBALL TEAM.

B-BUT, COACH--

L-LET ME FINISH, PARKER! I JUST HAD A CHAT WITH HER, AND SHE'S THINKING ABOUT TRYING OUT.

YOU SHOULD FEEL PROUD OF YOURSELF. WE CAN USE A QUALITY PLAYER LIKE HER.

YOU DID A GOOD THING FOR YOUR SCHOOL.

B-BUT...

SHE'S BEHIND YOU, COACH...

AND SHE DOESN'T LOOK HAPPY!

WHAT DO YOU KNOW ABOUT THIS NEW *SPIDER-MAN?*

PRETTY MUCH EVERYTHING.

HIS MOTHER IS MY SISTER-IN-WEBS -- *JESSICA DREW,* THE FIRST *SPIDER-WOMAN!*

I DON'T KNOW IF YOU EVER HEARD JESS'S STORY...

SHE WAS EXPOSED TO A LETHAL DOSE OF RADIATION AS A CHILD.

IN A DESPERATE ATTEMPT TO SAVE HER, HER FATHER INJECTED HER WITH AN *EXPERIMENTAL SERUM* COMPOSED OF IRRADIATED SPIDER'S BLOOD --

--AND ENCASED HER WITHIN SOME KIND OF *HEALING TUBE.*

IN A NUTSHELL, THAT'S HOW SHE GAINED HER AMAZING *POWERS* AND BECAME *SPIDER-WOMAN.*

BUT THE POWERS DIDN'T LAST, AND SHE HAD TO GIVE UP HER COSTUMED IDENTITY.

"SHE KNOCKED AROUND AS A PRIVATE INVESTI GATOR FOR A FEW YEARS...AND EVENTUALLY MARRIED AN OLD BOY-FRIEND IN A REAL CINDERELLA WEDDING.

"I THOUGHT SHE'D LIVE HAPPILY EVER AFTER--

"--BUT THAT ONLY HAPPENS IN FAIRY TALES."

"JESS HAD A SON TWO YEARS LATER WHO WAS DIAG-NOSED WITH A RARE **BLOOD** DISEASE.

"IN A DESPERATE ATTEMPT TO SAVE HIM, SHE PULLED OUT HER FATHER'S OLD NOTES, AND..."

SO *THAT'S* HIS STORY!

NOT QUITE! YOU HAVEN'T HEARD THE *PUNCH LINE...*

THE PROCESS *DID* GIVE HIM SPIDER-LIKE POWERS, BUT *DIDN'T* CURE HIS DISEASE.

THAT BOY IS A DANGER TO *HIMSELF* --

--AND *EVERYONE* AROUND HIM!

CAN YOU *BELIEVE* IT?

THE ONE DAY I'M EXPECTING COMPANY, AND SHE WANTS TO BOND.

SHE EVEN SUGGESTED SHOPPING. *SHOPPING?* SHE *HATES* MY TASTE IN CLOTHES.

I'M SORRY SHE DIDN'T STICK AROUND. I HAVEN'T SEEN MAY SINCE SHE WAS A BABY.

YOU'RE A VERY LUCKY WOMAN, MARY JANE.

AT LEAST YOUR DAUGHTER *WANTS* TO SPEND TIME WITH YOU.

FELICITY BARELY SPEAKS TO ME.

IT'S THE *AGE*, FELICIA. MAY WAS THE SAME WHEN SHE WAS--

UGGGN!

MARY JANE! WHAT IN GOD'S NAME--

MARY JANE!

MARY JANE!

CANIS KENNELS

LET'S NOT MAKE AN *OPERA* OUT OF THIS, *HUH?*

ALL RIGHT, I *DID* COME HERE BEHIND YOUR BACK--

--BUT ONLY BECAUSE I DON'T TRUST *CANIS.*

HE'S JUST *USING* YOU, AND I PROMISED *MOM* THAT I'D--

MOM! MOM! MOM! THAT'S YOUR EXCUSE FOR EVERYTHING.

WHEN ARE YOU GOING TO *GROW UP* AND THINK FOR *YOURSELF?*

GENTLEMEN, *PLEASE--!* THERE'S NO NEED FOR SUCH ACRIMONY.

YOU DON'T UNDER-STAND, CANIS.

MISTER *KNOW-IT-ALL* IS ALWAYS STICKING HIS NOSE IN MY BUSINESS.

I'M JUST TRYING TO WATCH OUT FOR YOU.

YEAH-- THAT'S WHAT YOU ALWAYS SAY!

CRAZY EIGHT, IF YOU TRULY VALUE YOUR BROTHER'S *WELL-BEING* AS MUCH AS YOU CLAIM--

--WHY ON EARTH DID YOU SIGN UP WITH THE *KINGPIN* WHEN YOU HEARD THAT *FUNNY FACE* HAD THROWN IN WITH ME?

I'VE BEEN CURIOUS ABOUT THAT MYSELF.

LOOK, I DON'T WANT TO END UP FIGHTING YOU.

MAYBE...

...WE CAN COME TO SOME SORT OF *ARRANGE-MENT.*

SOUNDS LIKE A PLAN--!

WHY DON'T ALL THREE OF YOU JUST *SURRENDER* TO--

--*THE ALL-NEW* **GREEN GOBLIN** ?!?

CAN YOU *BELIEVE* THIS JERK?

NOT VERY *BRIGHT*, IS HE?

WHILE MY ASSOCIATES AND I APPLAUD YOUR *DRAMATIC ENTRANCE*, SIR--

--YOU MAY HAVE MADE A RATHER LARGE *TACTICAL ERROR.*

WH-WHAT DO YOU--

OH!

HE HEARS THE AGONIZING SCREAM--

--AND HIS EYES ARE INSTANTLY RIVETED ON CANIS KENNELS.

THIS IS HIS BIG CHANCE TO PLAY HERO!

HE CAN FINALLY PROVE TO THE WORLD--AND THAT PESKY SPIDER-GIRL--THAT HE REALLY IS WORTHY OF THE NAME SPIDER-MAN.

HE'LL JUST SWING ACROSS THE STREET, AND--ARRGH!

ARRGH!

THIS IS SERIOUS --!

MIDTOWN

WE HAVE TO FIND NANCY. SHE THINKS WE'VE BEEN PLAYING HER.

YEAH, WELL, THERE'S A REASON FOR THAT.

WE'LL COVER MORE GROUND IF WE SPLIT UP. I'LL TAKE THE NORTH CORRIDOR.

A SUDDEN CHILL FLITTERS ACROSS YOUR SPINE AS YOU REMEMBER THAT NANCY LU IS A MUTANT.

A LOW-LEVEL TELEKINETIC WHO SECRETLY USED HER POWERS TO ENHANCE HER PERFORMANCE ON THE BASKETBALL COURT UNTIL YOU OPENED YOUR BIG MOUTH AND--

HEY, COURTNEY --!

NANCY LU COME THIS WAY?

I HAVEN'T SEEN HER--

--BUT I'M REAL GLAD I RAN INTO YOU.

WE HAVE TO WARN JIMMY--!

MOOSE AND I JUST SAW HIM WITH HEATHER.

H-HOW DID MOOSE REACT --?

HE'S FURIOUS-- YOU KNOW HOW TIGHT HE IS WITH BRAD!

WE'VE GOT TO FIND JIMMY BEFORE THEY DO!

YEAH...

BUT I STILL NEED TO TALK TO NANCY.

YOU GO AHEAD, AND I'LL CATCH UP.

B-BUT THOSE GUYS'LL RIP HIM APART!

WHAT COULD BE MORE IMPORTANT THAN JIMMY'S LIFE?

JUST GO-- THERE'S NO TIME TO EXPLAIN!

GREAT! EVERYTHING SUDDENLY SEEMS TO BE-- HEY!

NANCY! NANCY! I'VE BEEN LOOKING ALL OVER FOR YOU.

KEEP AWAY FROM ME, PARKER--!

I'VE HAD ENOUGH OF YOUR LIES AND DECEIT.

I... I THOUGHT YOU WERE MY FRIEND...

BUT YOU WERE JUST USING ME!

I-IT'S NOT LIKE THAT, NANCY.

PLEASE LET ME EXPLAIN --!

NO!

NO!

NO!

KTWAM!

:ARKKK:

EXIT

BZZZZ

NOW WHAT?

MAY--?

YOU THERE, MAY?

YEAH.

I'M HERE, NORMIE...

BUT YOUR TIMING COULDN'T BE WORSE.

I... I'M REAL SORRY TO BOTHER YOU, BUT...

...WE HAVE A PROBLEM...!

THE END...for Now!

MARVEL COMICS

SPIDER-GIRL

40

DEATH WITHOUT WARNING!

DEFALCO
OLLIFFE
WILLIAMSON

The daughter of the original Spider-Man, ***May "Mayday" Parker*** *has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines!*
Stan Lee presents...

SPIDER-GIRL!™

A DEATH IN THE FAMILY!

CHOICES-- LIFE IS FULL OF THEM!

MOST SEEM RATHER INSIGNIFICANT-- DO YOU WANT THAT BAGEL PLAIN OR TOASTED?

BUTTERED OR WITH CREAM CHEESE?

SOME CHOICES ARE MADE WITHOUT A MOMENT'S THOUGHT.

OTHERS ARE PONDERED FOR HOURS.

THERE ARE TIMES, HOWEVER, WHEN THEY'RE JUST THRUST UPON YOU, AND IT SEEMS LIKE YOU NEVER REALLY HAD A CHOICE...

TWO MAJOR UNDERWORLD FIGURES --THE **KINGPIN OF CRIME** AND AN UPSTART NAMED **CANIS**--HAVE RECENTLY GONE TO **WAR**.

PHIL URICH--YOUR FORMER MENTOR AND THE NEW **GREEN GOBLIN**--WAS SEVERELY BEATEN WHEN HE TRIED TO INTERVENE.

THERE'S ALSO A NEW **SPIDER-MAN** IN TOWN, AND PROBLEMS WITH **NANCY LU** --A CLASSMATE WHO THINKS YOU'VE BEEN PLAYING HER--AND **JIMMY YAMA**--A BUD WHO'S IN MEGA-TROUBLE.

BUT ALL THESE HASSLES HAVE SUDDENLY BEEN BACKBURNERED--!

YOUR NAME IS MAY **"MAYDAY" PARKER**.

YOU ARE THE DAUGHTER OF THE ORIGINAL **SPIDER-MAN**, AND YOU'VE JUST LEARNED THAT YOUR **MOTHER** COLLAPSED, AND HAS BEEN RUSHED TO THE **HOSPITAL**.

Tom DeFalco & **Pat Olliffe**
script, plot & pencils
Al Williamson•Inker
John Workman•Letterer
Christie Scheele
& Heroic Age•Colorists
Sumerak & Youngquist
Assistant Editors
Tom Brevoort•Editor
Joe Quesada
Editor in chief
Bill Jemas•President

BARELY A WEEK AGO, YOUR MOM ANNOUNCED SHE WAS PREGNANT.

IF ANY-THING'S HAPPENED TO THE BABY--!

OH, GOD!

OH, GOD!

HEY, DAD!

DAD --!

WHAT'S THE WORD ON MOM?

W-WE...WE'RE STILL WAITING TO HEAR, SWEET-HEART... BUT I...I WOULDN'T WORRY.

THE DOCTOR'S IN WITH HER NOW.

DO YOU REMEMBER *FELICIA HARDY?* SHE'S AN OLD FAMILY FRIEND WHO WAS WITH YOUR MOTHER, AND CALLED THE AMBULANCE.

I HAVEN'T SEEN YOU SINCE YOU WERE A TODDLER.

FELICIA HARDY--?!

WHY IS THAT NAME SO--

MISTER PARKER-- *PETER*--YOU CAN GO IN AND SEE YOUR WIFE NOW.

HOW IS *MARY JANE*, DOCTOR?

SHE'S STABLE FOR NOW.

WE'LL TALK *LATER.*

YOU NEED TO CATCH YOUR BREATH AND TRY TO RELAX.

BRA-TA-TA-TA

SOUNDS LIKE YOU'RE *HOLDING BACK* ON ME!

GET OVER YOURSELF, *MR. NOBODY!* I TOLD YOU THAT I WENT TO SEE *CANIS* TO DISCUSS HIS LONG-TERM PLANS FOR MY BROTHER.

THE NEW *GREEN GOBLIN* SHOWED UP--SO *FUNNY FACE* AND I *TRASHED* HIM!

I KNOW YOU CALL YOURSELF *CRAZY EIGHT*-- BUT I NEVER THOUGHT YOU WERE *INSANE* UNTIL NOW.

BRA-TA-TA-TA-TA-TA

IN CASE YOU'VE FORGOTTEN, WE WORK FOR THE *KINGPIN*--

--AND AREN'T SUPPOSED TO *FRATERNIZE* WITH HIS ENEMIES.

YEAH.

OKAY.

I GET THE POINT.

DO YOU --?

HIS NAME IS JACK "JJ" JAMESON.

HE IS THE GRANDSON OF J. JONAH, AND HIS THOUGHTS KEEP SKITTERING BETWEEN NANCY LU AND MAYDAY PARKER.

YO, YAMA --!

WHAT'CHA DOING, MY MAN?

WH- WHA--?!

OH--?

HI, JJ.

Y-YOU AFTER ME, TOO?

WHAT ARE YOU-- YOU OKAY, MAN?

YOU LOOK KINDA STRESSED.

I GUESS YOU HAVEN'T HEARD THAT I...I'VE BEEN ...Y'KNOW... SEEING HEATHER NOBLE BEHIND BRAD MILLER'S BACK...

AND I HEAR HE'S LOOKING TO POUND ME!

NO DOUBT!

ALTHOUGH I CAN'T REALLY BLAME YOU, MAN.

HEATHER'S HOT.

YEAH--

--BUT I STILL THINK I MADE SOME BAD CHOICES.

IT HAPPENS, MAN...

WE ALL MAKE MISTAKES.

I DIDN'T MEAN TO SCARE EVERY-BODY.

I'M *FINE*, --*REALLY!*

WE'LL LET THE DOCTOR BE THE JUDGE OF THAT.

YEAH, YOU JUST LIE BACK AND ENJOY THE ATTENTION.

YOU'LL BE ON YOUR FEET IN NO TIME. YOUR COLOR IS ALREADY IMPROVING.

WE SHOULD *ALL* LOOK SO GOOD.

I HATE TO INTRUDE, BUT I NEED TO RUN ANOTHER TEST.

COULD YOU GIVE US SOME PRIVACY FOR A MOMENT?

FELICIA... I... I DON'T KNOW HOW TO THANK YOU.

IF YOU HADN'T BEEN THERE--

DON'T BE SILLY, PETE!

YOU KNOW HOW I *FEEL* ABOUT MARY JANE.

PLEASE CALL ME IF THERE'S *ANYTHING* I CAN DO TO HELP.

THIS COULD TAKE A WHILE, HON.

THE DOCTOR WANTS TO SEE YOUR MOTHER AND ME IN PRIVATE.

I THINK YOU SHOULD HEAD HOME, AND *PLEASE* --*FOR MOM'S SAKE*--*TRY* TO STAY OUT OF TROUBLE.

NO PROBLEM, DAD! I'LL COOL THE *WEB-THING*--

--AND LEAVE THE SUPER-HEROICS TO THE NEW *SPIDER-MAN* FOR AWHILE.

YEAH, WELLLLLL, I WOULDN'T DEPEND ON *HIM*.

I RECENTLY LEARNED SOME-THING THAT YOU SHOULD KNOW ABOUT THAT GUY...

HE'S DYING --?!

POP GOT IT STRAIGHT FROM A FORMER *SPIDER-WOMAN.*

HE'S THE SON OF A *DIFFERENT* SPIDER-WOMAN--HOW MANY TIMES HAVE PEOPLE USED THAT NAME, ANY-WAY?--

--AND HE ALSO HAS SOME KIND OF RARE BLOOD DISEASE.

THEN *WHY* IS HE RISKING HIS LIFE AS A COSTUMED HERO?

THAT'S THE MILLION-DOLLAR QUESTION, UNCLE PHIL.

YOU WANT US TO KEEP AN EYE OUT FOR HIM, MAYDAY?

NOT NECESSARY, NORMIE!

I'M GOING TO TRY TO TRACK HIM DOWN MYSELF.

WAIT ONE MINUTE, YOUNG LADY! *CRAZY EIGHT* AND *FUNNY FACE* ARE STILL OUT THERE, AND IT ISN'T *SAFE* FOR YOU TO-- *ARRRGH!*

TAKE IT *EASY*, UNCLE PHIL--AND TRY TO *RELAX!*

BESIDES, I ALREADY PROMISED MY DAD THAT I'D *CHILL* WHILE MY MOM'S IN THE HOSPITAL.

I JUST WANT TO FIND THE NEW *SPIDEY*... AND *TALK* TO HIM.

YOU'RE IN NO CONDITION TO JOIN ME.

HOW DANGEROUS CAN *THAT* BE?

THE SITUATION COULD TURN *CRITICAL* AT ANY MOMENT.

MIDTOWN MEMO[illegible] HOSPITAL

WH-WHAT DO YOU *MEAN?*

I'VE DETECTED A NUMBER OF TROUBLING *ANOMALIES* WITH THIS PREGNANCY--

--AND MARY JANE IS AT CONSIDERABLE RISK.

AND MY *BABY--?!*

I...I'M *SORRY*, MARY JANE... BUT I'M AFRAID THAT YOU AND YOUR HUSBAND HAVE TO MAKE A VERY DIFFICULT DECISION.

I-IS THERE *ANY* CHANCE FOR A HEALTHY BABY--?!

I SUPPOSE THERE'S *ALWAYS* A CHANCE...

BUT WE SHOULD BE PRACTICAL.

YOU TWO NEED TO TALK...

FOR A MOMENT, YOU FORGET YOUR TROUBLES--

--AND REVEL IN THE CARESS OF THE WIND THIRTY STORIES ABOVE THE GROUND!

BUT EVEN HERE, YOU AREN'T SAFE FROM THOUGHTS OF THE KINGPIN--

--AND CANIS--

--AND ALL THE REST!

YOU HAVE WAY TOO MUCH ON YOUR MIND, GIRL--

-AND THE STRAIN IS STARTING TO SHOW.

YOU NEED TO SLOW DOWN AND TAKE STOCK.

DECISIONS MUST BE MADE!

BUT FIRST, YOU HAVE ANOTHER LIFE TO SAVE...

LASER PRINTER

AIN'T NO SIGN OF HIM, *BRAD.*

YAMA'S GOT TO BE SOMEWHERE, *MOOSE.*

WE'LL EVENTUALLY CATCH UP TO HIM.

WE COULD TRY THE VIDEO ARCADE, OR MAYBE HE'S HIDING IN THE--

MOOSE! MOOSE! I NEED TO SEE YOU RIGHT NOW.

CAN'T IT WAIT, *COURTNEY?* BRAD AND I ARE KINDA BUSY.

NO! IT'S REAL IMPORTANT.

UHHH... OKAY!

I...I'LL CATCH UP WITH YOU, BRAD.

SURE, I UNDER-STAND.

LATER, COURTNEY...

WHAT'S WRONG WITH YOU, MOOSE? I CAN'T BELIEVE YOU'RE HELPING BRAD MILLER.

I THOUGHT YOU LIKED JIMMY.

I...I *DO...* *ERRR... DID.*

LEAST UNTIL HE STARTED DOGGING MY BEST FRIEND'S GIRL!

THE GUY *DESERVES* TRASHING!

I...I AM SO *ASHAMED* OF YOU, MOOSE.

I THOUGHT YOU HAD *OUTGROWN* THIS STUPID, MACHO BEHAVIOR.

YOU'D BETTER GET YOUR *PRIORITIES* STRAIGHT, MISTER.

DAILY BUGLE
THE NEW SPIDER-MAN
Gangland Pawn?
HHMMM...
I WAS SURPRISED WHEN YOU ASKED ME TO *TELEPORT* HERE, INSTEAD OF TO YOUR CELL.
MUST BE NICE TO HAVE THE ENTIRE *PRISON LIBRARY* AT YOUR DISPOSAL.
IT IS MERELY MY DUE--
--AS THE *KINGPIN* OF *CRIME*.
I MEAN NO OFFENSE, SIR ...BUT THAT'LL CHANGE IF *CANIS* HAS HIS WAY.
IS SOMETHING TROUBLING YOU, MR. NOBODY?
SEEMS *CRAZY EIGHT* IS MORE INTERESTED IN PROTECTING HIS BROTHER'S INTEREST THAN YOURS.
I HATE TO SAY I TOLD YOU SO, BUT HE'S BEEN COZYING UP TO THE OTHER SIDE.
I DON'T KNOW IF WE CAN DEPEND ON HIM WHEN THE LEAD STARTS TO FLY.
PERHAPS...
...WE SHOULD *ALLEVIATE* ANY POTENTIAL CONFLICT.

HE IS THE SON OF JESSICA DREW, AND CALLS HIMSELF SPIDER-MAN.

CANIS KENNELS

WITH A SINGLE BOLD AND HEROIC STRIKE, HE WILL END THE GANG WAR--

--AND FINALLY PROVE HIMSELF WORTHY OF HIS WEBS.

NOT SO *FAST*, RAMBO!

I THOUGHT I'D FIND YOU HERE.

OOOOH, GREAT!

GIVE ME A *BREAK*, SPIDER-GIRL --AND TAKE A *HIKE*!

I PLANNED A *SOLO ASSAULT*, AND YOU CAN ONLY *MESS* ME UP.

WHOA! THIS IS NO TIME TO GO *WOLVERINE* ON ME.

I JUST LEARNED THAT YOU'RE *SICK*, AND MAYBE *DYING*.

IS *THAT* WHAT'S TWISTING YOUR WEBS IN A BUNCH?

WELL, LET ME JUST PUT YOUR MIND AT EASE...

THERE IS NO *MAYBE* ABOUT IT!

WE ARE MAKING EXCELLENT PROGRESS, MY FRIEND.

THE KINGPIN'S POWER CONTINUES TO ERODE WITH EACH PASSING DAY.

SOON, EVEN HIS MOST STUBBORN SUPPORTERS --LIKE YOUR OWN DEAR BROTHER-- WILL BE FORCED TO JOIN US.

WHAT?! BACK UP! SINCE WHEN IS *THAT* PART OF THE PLAN, CANIS?

I DIDN'T KNOW YOU PLANNED TO RECRUIT *CRAZY EIGHT.*

WHAT IF I *OBJECT?*

I WILL CERTAINLY HONOR YOUR WISHES, *FUNNY FACE.* I JUST ASSUMED YOU'D RATHER HAVE YOUR BROTHER AS AN *ALLY--*

--THAN AN *ENEMY.*

WELL...

YES!

I MEAN...

NO!

YOU UNDERSTAND-- *DON'T YOU, BUNKY?* ALL MY LIFE, IT'S BEEN *CRAZY EIGHT-THIS* AND *CRAZY EIGHT-THAT!*

I WAS HOPING TO MAKE MY MARK WITH THIS *GANG WAR--*

--BUT NOW IT'S ALL ABOUT *HIM!*

SO!

I WAS *RIGHT* ALL ALONG--!

THE EIGHT WAS GOING TO *BETRAY* THE KINGPIN.

I'M ALMOST SORRY HE'LL NEVER GET THE *CHANCE* --!

YOU THANK YOU CAN HANDLE THE TRUTH?

NO WAY!

WHY NOT TRY ME?

OKAY, SURE! I DON'T KNOW HOW MUCH YOU ALREADY KNOW, BUT MY MOM'S JESSICA DREW.

SHE WAS THE FIRST AND BEST SPIDER-WOMAN.

SHE GAINED HER SPIDER-LIKE POWERS FROM SOME COMPLICATED SCIENTIFIC PROCEDURE--

"--BUT THEY DIDN'T LAST, AND SHE HAD TO QUIT THE HERO BIZ.

"CAN YOU EVEN IMAGINE HOW IT MUST HAVE FELT TO WATCH FROM THE SIDELINES AS OTHERS ASSUMED HER FORMER IDENTITY--

"--AND LIVED THE LIFE THAT SHOULD HAVE BEEN HERS?!

"SHE GOT MARRIED, AND TRIED TO SETTLE DOWN--

"--BUT I CAME ALONG AND RUINED EVERYTHING!

"DAD BLAMED MY SICKNESS ON HER, AND ABANDONED US.

"BUT SHE NEVER GAVE UP ON ME!

"SHE EVEN TRIED TO CURE ME BY RECREATING THE EXPERIMENT THAT HAD TRANSFORMED HER INTO SPIDER-WOMAN.

"IT WAS A LONG AND PAINFUL PROCESS.

"SHE USED TO DISTRACT ME--

"--WITH STORIES ABOUT THE OTHER SUPER HEROES--

"BUT MY FAVORITE QUICKLY BECAME THE ORIGINAL SPIDEY!

"ANYWAY, I DEVELOPED MY OWN SPIDER-POWERS--

"--AND DECIDED TO CONTINUE THE FAMILY TRADITION.

"MOM'S OLD COSTUME DIDN'T REALLY APPEAL TO ME--

"--SO I PATTERNED MYSELF AFTER MY OLD BOYHOOD IDOL!"

THAT'S IT. END OF STORY!

NOT QUITE. YOU LEFT OUT THE PART WHERE THE CURE *DIDN'T TAKE*, AND YOU'RE STILL *DYING*.

ALL RIGHT ...*YEAH*... BUT *EVERYONE* IS DYING!

I...I'M JUST GOING *FASTER* THAN USUAL.

YOU CAN'T GIVE UP ON YOURSELF.

THERE'S GOT TO BE A *CURE* SOME-WHERE.

YOU THINK I HAVEN'T TRIED--

BRA-TA-TA

GUNSHOTS!

WAIT! YOU CAN'T DO THIS--!

YOU JUST *DON'T* GET IT, GIRL!

I CAN'T *AFFORD* TO WAIT!

YOUR FIRST INSTINCT IS TO CHASE AFTER HIM--

--BUT YOUR MOM'S IN THE HOSPITAL--

--AND YOU PROMISED YOUR DAD.

YOU PROMISED!

BRA-TA-TA-TA

DID MY BROTHER SEND YOU?

IS THIS HIS TWISTED IDEA OF A JOKE?

WHAT'S WITH YOU GUYS? IT'S LIKE THE TWO OF YOU ARE OBSESSED WITH EACH--HEY!

A-ARE THOSE WOLVES?! WHAT ARE THEY DOING HERE?

LEAVE THEM ALONE!

YOU MUSTN'T HARM THEM--!

UHHHHH...

OKAY.

I'M AN ANIMAL-LOVER MYSELF.

IT'S PEOPLE I CAN'T STOMACH.

NICE SENTIMENT FOR YOUR TOMBSTONE.

MY TREAT!

YOU REALIZE, OF COURSE, THAT I CAN TURN INTANGIBLE AT WILL.

KWA-PLLOOLL!

ACTIONS SPEAK LOUDER THAN WORDS, YOU DOUBLE-CROSSING SACK OF FILTH!

I WARNED YOU TO KEEP AWAY FROM MY LITTLE BROTHER--

--AND YOU'RE TRYING TO WHACK HIM BEHIND MY BACK!

LIKE I REALLY NEED YOU TO PROTECT ME--!

DON'T BE A MORON! I JUST SAVED YOUR-- AWWW, NO!

ARE YOU TWO BICKERING AGAIN?

GET IT TOGETHER, OR YOU'LL BE STUCK AS GRADE-B SUPER-VILLAINS FOR THE REST OF YOUR MISERABLE LIVES!

Y-YOU'RE THE NEW SPIDER-MAN--?!

HOW OLD ARE YOU, SON?

OLD ENOUGH TO TAKE YOU ALL DOWN!

AHHH... DELU-SIONAL AS WELL AS ARRO-GANT!

SORRY, KID--

BUT I DOUBT YOU'LL BE COUNTED AMONG TODAY'S SUR-VIVORS.

HE ISN'T JOKING, BOY!

GO! LEAVE BEFORE YOU ARE INJURED OR WORSE. YOU'RE MUCH TOO YOUNG TO BE MEDDLING IN THESE AFFAIRS.

IT'S NOT FAIR!

BUNKY AND I WERE REALLY ENJOYING THIS GANG WAR UNTIL YOU BUTTED IN.

THAT'S LIFE, BRO!

WHY DON'T WE JUST PUT OUR DIFFERENCES ASIDE AND *FORGET* THIS NONSENSE? WE CAN BREAK *MOM* OUT OF THE OLD LOONY BIN AND HAVE A *FAMILY REUNION*.

I DON'T UNDERSTAND WHY YOU'RE SO CON-CERNED ABOUT MY *AGE*, MISTER. *LOOK AT ME!* I'M *STRONGER, FASTER,* AND MORE *AGILE* THAN ANYONE IN THIS ROOM.

I *BELONG* HERE.

I'M *SPIDER-MAN!*

SHUT UP, KID--

--AND JUST *DIE*, ALREADY!

BRA-TA-TA-TA

YOU PROMISED!

YOU... PROMISED!

I...

I CAN'T ENVISION MY LIFE WITHOUT YOU.

MAYBE WE *SHOULD* TAKE THE DOCTOR'S ADVICE.

MAYBE...

BUT I KEEP THINKING OF *MAY*--

--AND HOW WE ALMOST LOST *HER*.

MARY JANE...

YOU *DON'T* HAVE TO DO THIS.

I *KNOW*, BUT I COME FROM A FAMILY THAT OFTEN TAKES *RISKS*--

--FOR THE THINGS THAT *MATTER*.

WHILE I ADMIRE YOUR *DETERMINATION*, CHILD--

--YOU REALLY SHOULD *HEED* MY ADVICE, AND GO *HOME* WHILE THAT'S STILL AN OPTION.

SMACK!

OH, NO!

NOOOO!

YOU'RE WASTING YOUR BREATH, CANIS. THESE HERO-TYPES ARE A BUNCH OF ANAL-RETENTIVE OBSESSIVE-COMPULSIVES WHO NEVER LEARN.

YOU JUST HAVE TO *POP* THEM AND BE DONE WITH 'EM.

CHOICES-- LIFE IS FULL OF THEM!

MOST SEEM RATHER INSIGNIFICANT.

SOME ARE MADE WITHOUT A MOMENT'S THOUGHT.

OTHERS ARE PONDERED FOR HOURS.

THERE ARE TIMES, HOWEVER, WHEN THEY'RE JUST THRUST UPON YOU--

--AND IT SEEMS LIKE YOU NEVER REALLY HAD A CHOICE!

BRA-TA-TA-TA-TA!

I...

AWWW, SHOOT!

OFF WITH THE HANDS, GIRL! I WARNED YOU TO STAY CLEAR.

I DIDN'T NEED YOUR HELP.

I COULD HAVE SAVED MYSELF.

SHUT UP!

JUST SHUT UP!

TH-THIS ISN'T ABOUT YOU OR YOUR STUPID EGO ANYMORE.

I KNOW, WE STILL HAVE TO FINISH THE FIGHT AND--

--OH, MY GOD!

TH-THIS IS YOUR FAULT, SPIDER-GIRL.

ALL YOURS!

CRAZY EIGHT IS DEAD BECAUSE OF YOU!

The END... For Now!

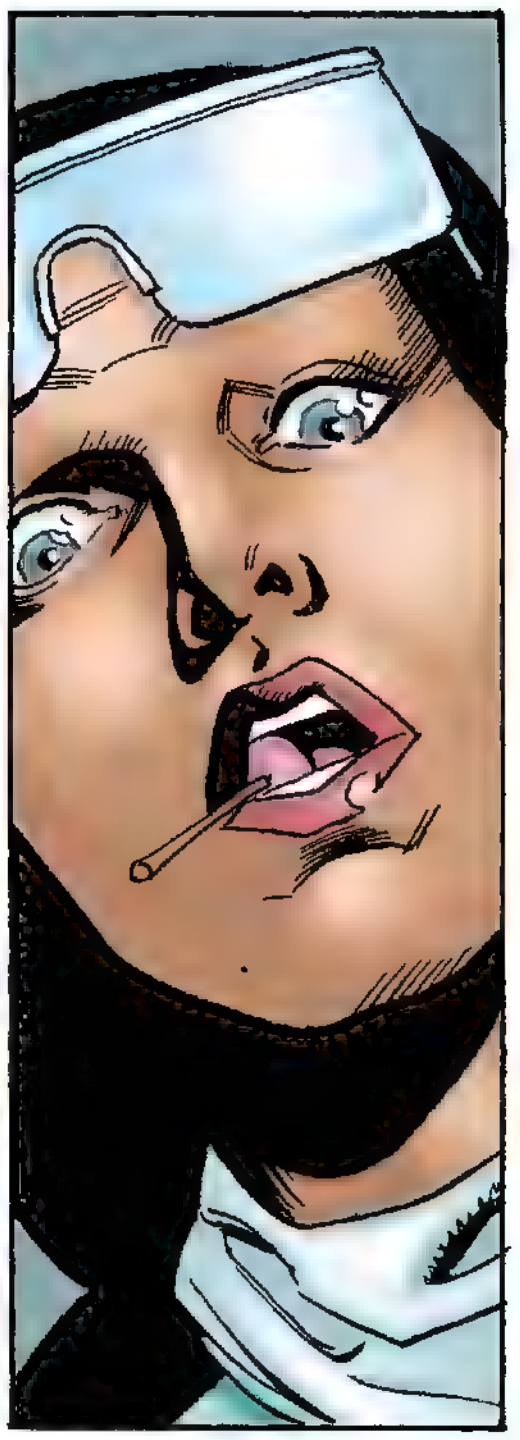
MARVEL COMICS

SPIDER-GIRL

41

'NUFF SAID

DEFALCO
OLLIFFE
WILLIAMSON



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Stan Lee Presents...

SPIDER-GIRL™

FUNERAL FOR A FIEND!

A TALE OF TRAUMA AND TRAGEDY BY

Tom DeFalco & Pat Olliffe
Script, Plot & Pencils
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John E. Workman • Letterer
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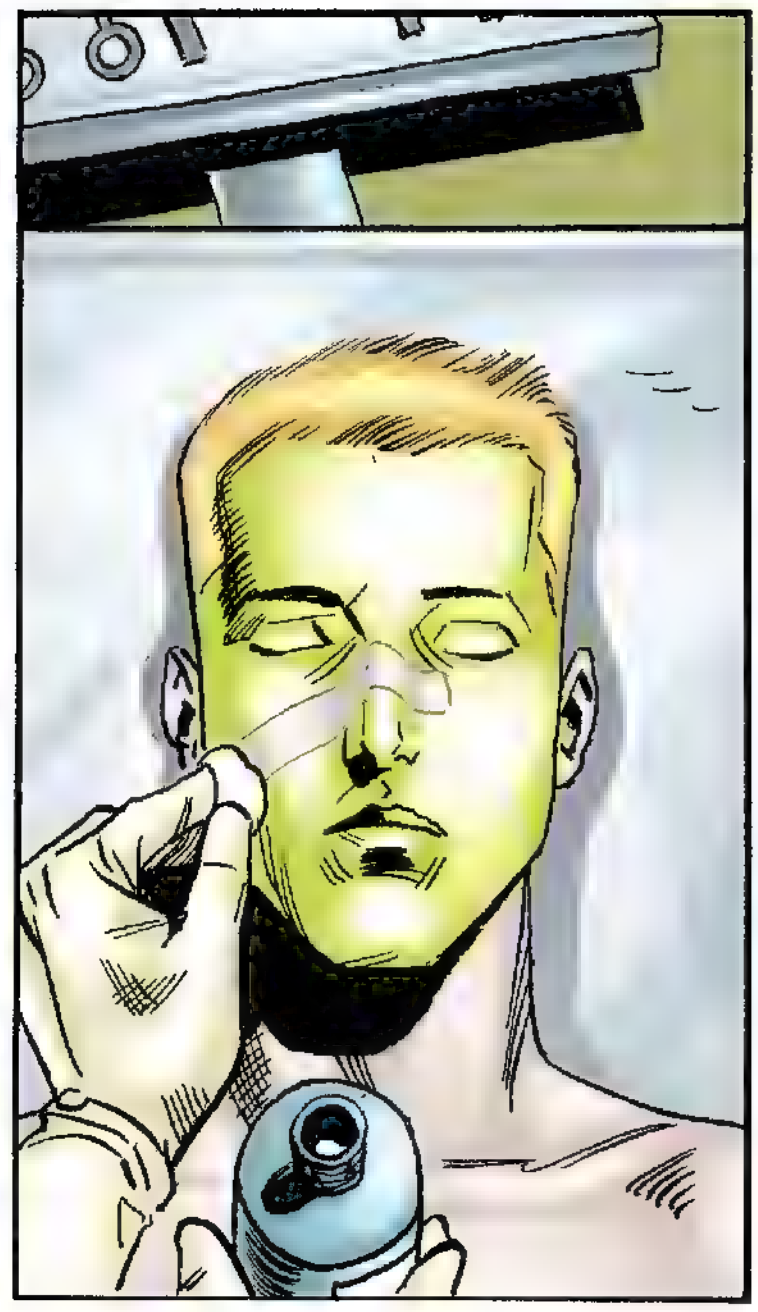
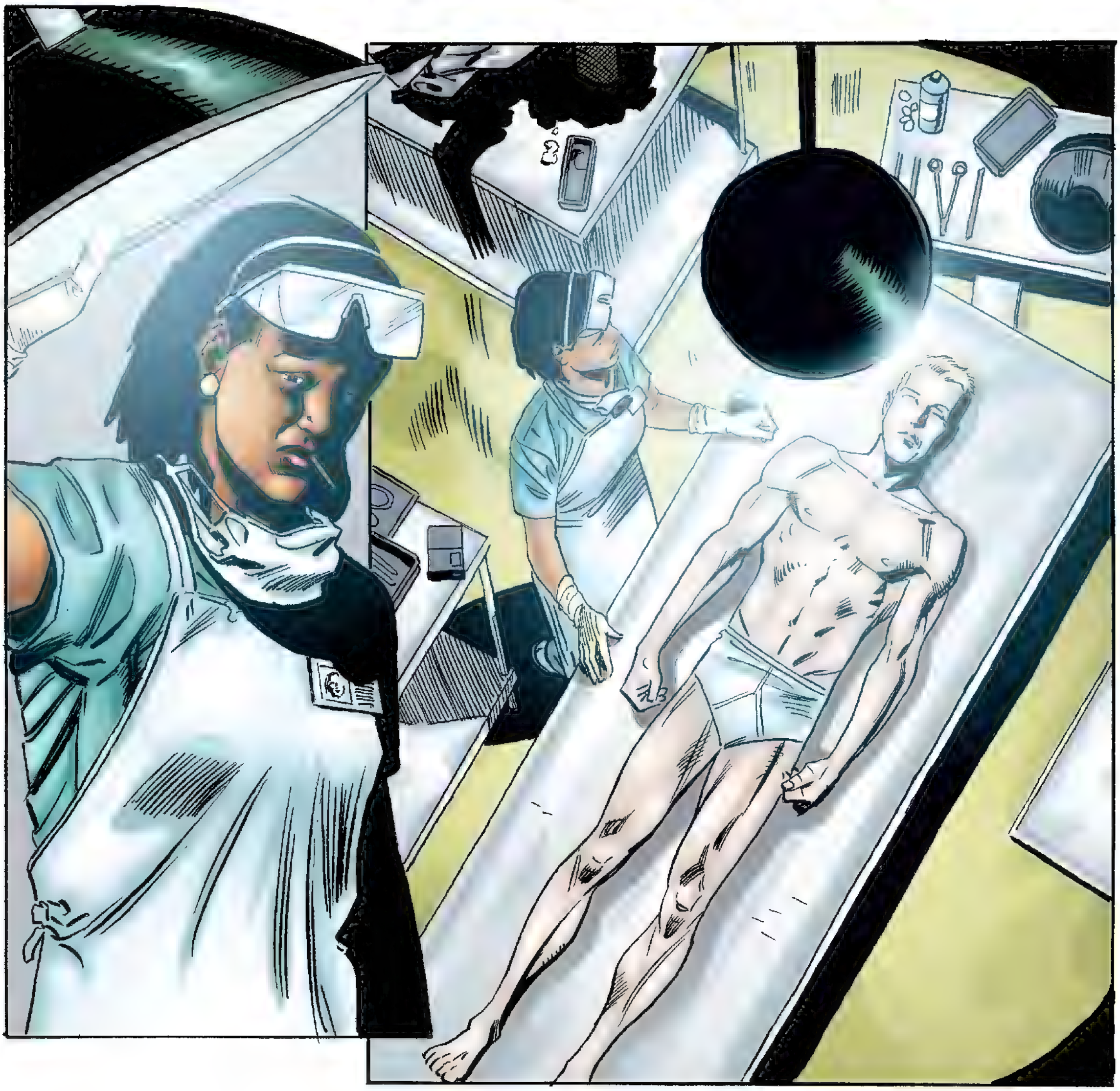

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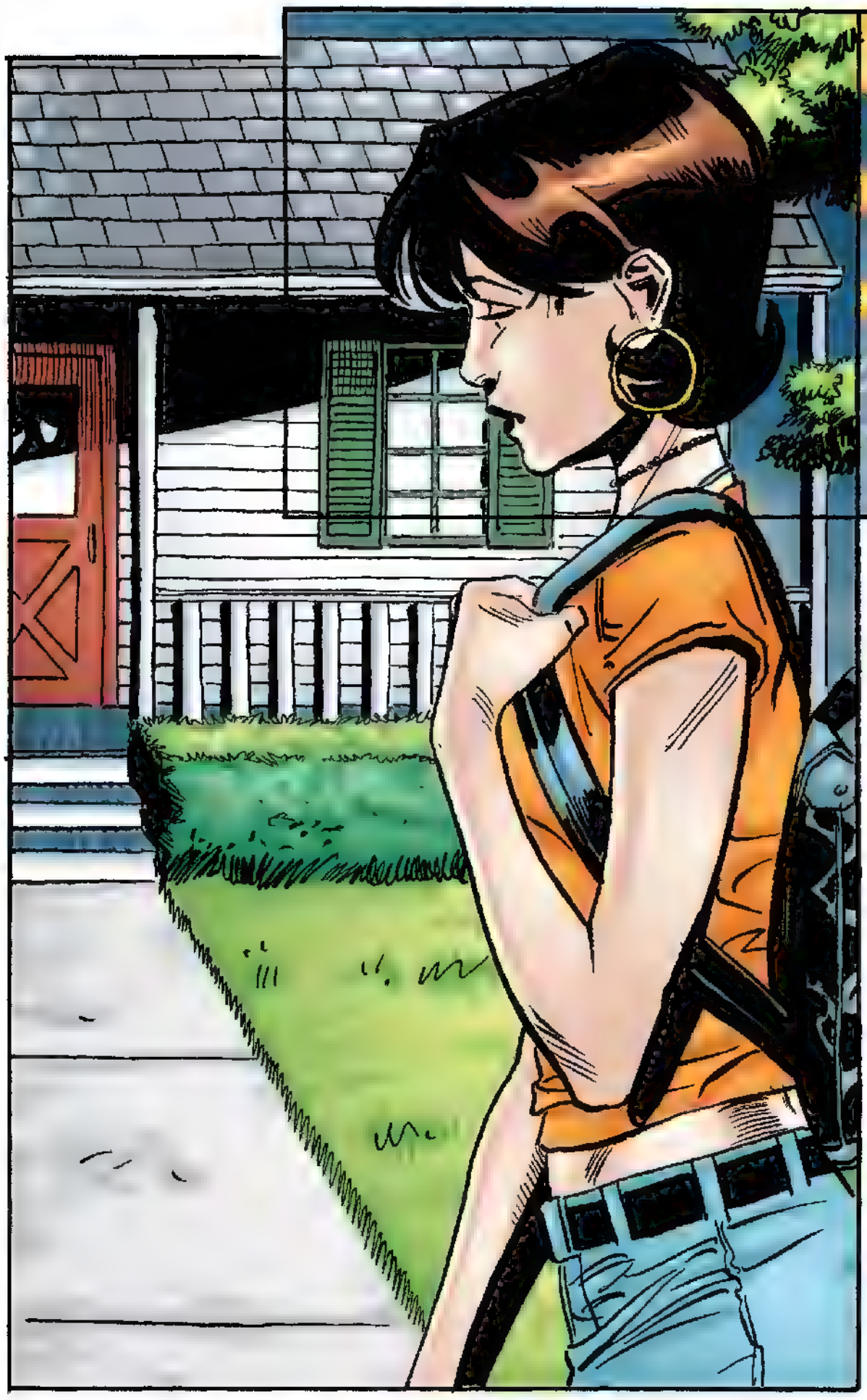

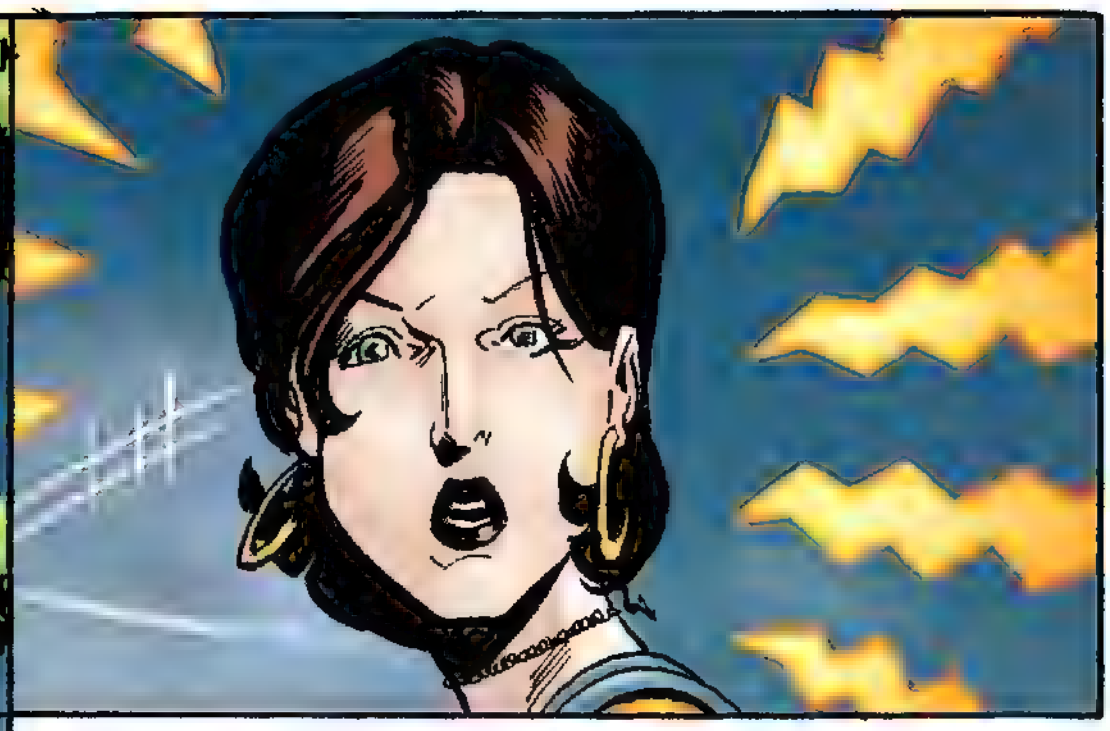

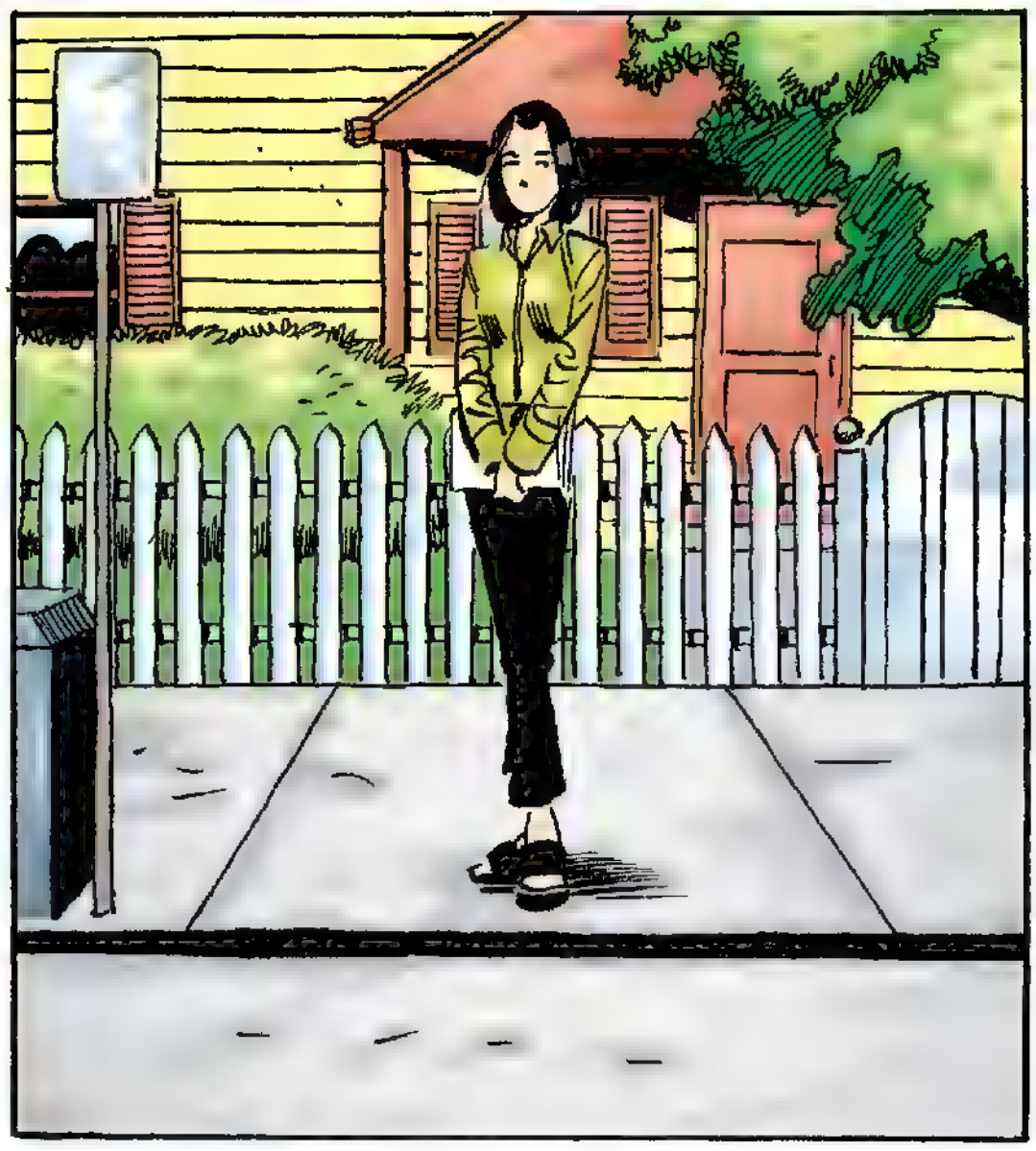

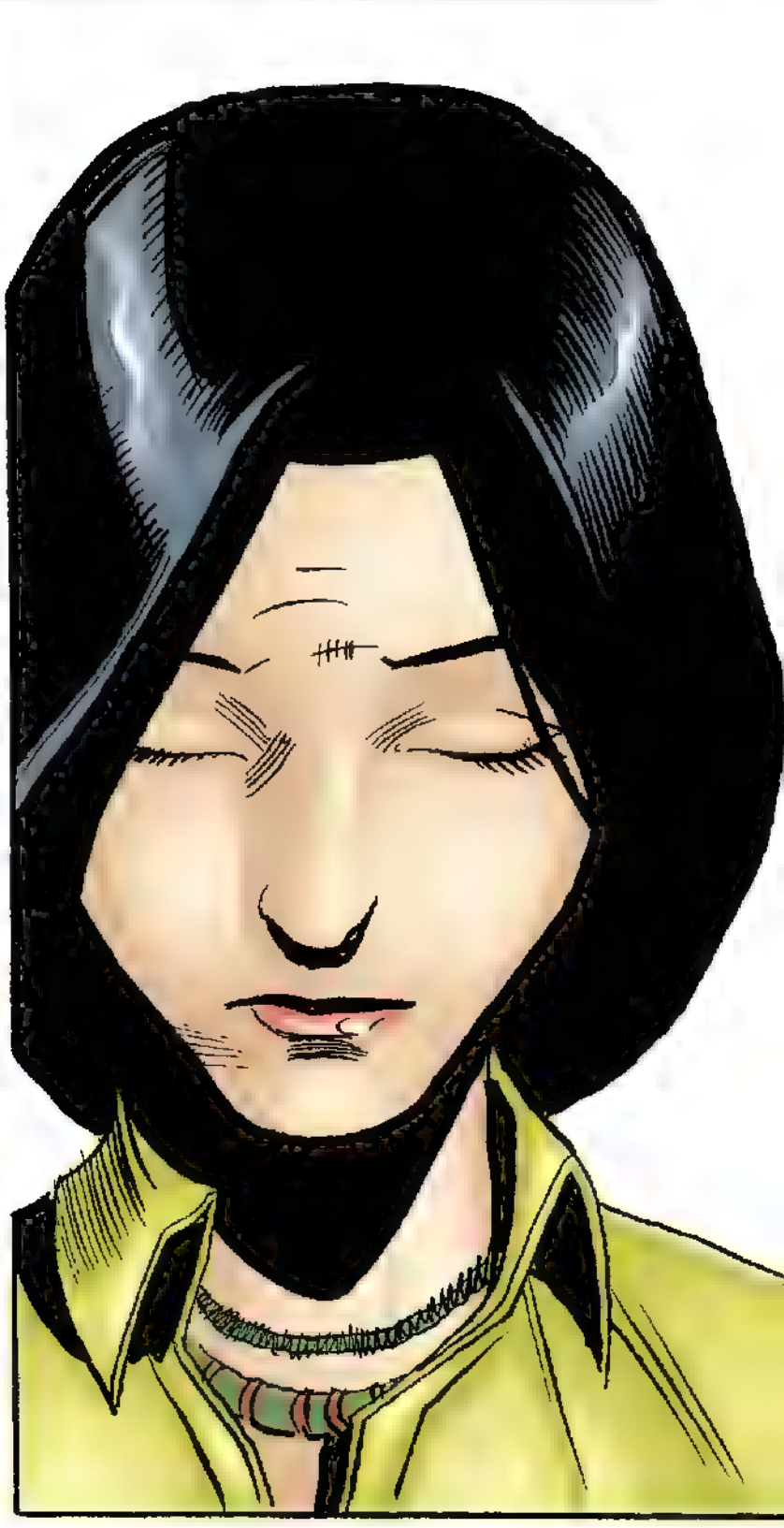

JACK PENCER
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DAILY BUGLE
SPIDER-MAN
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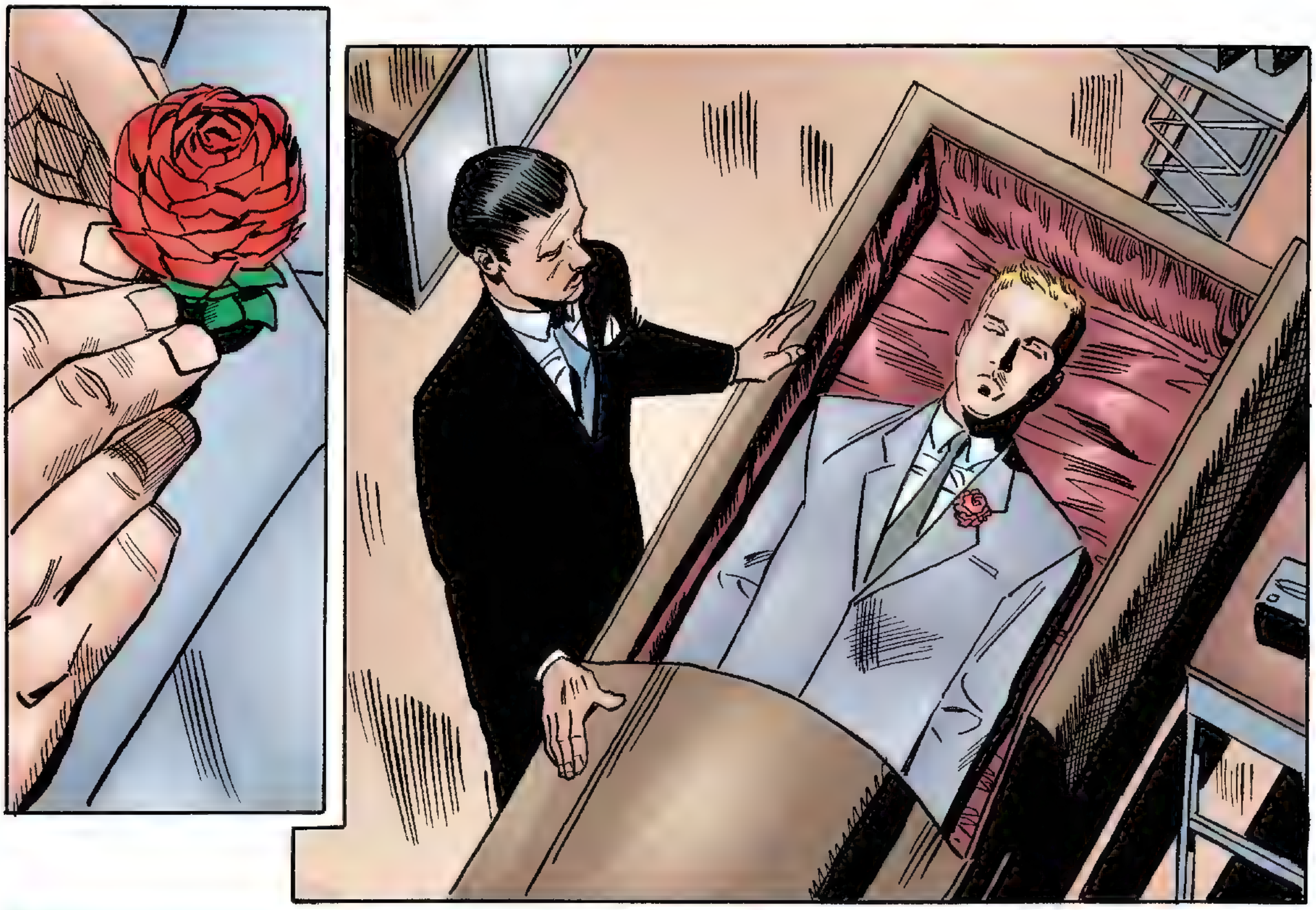
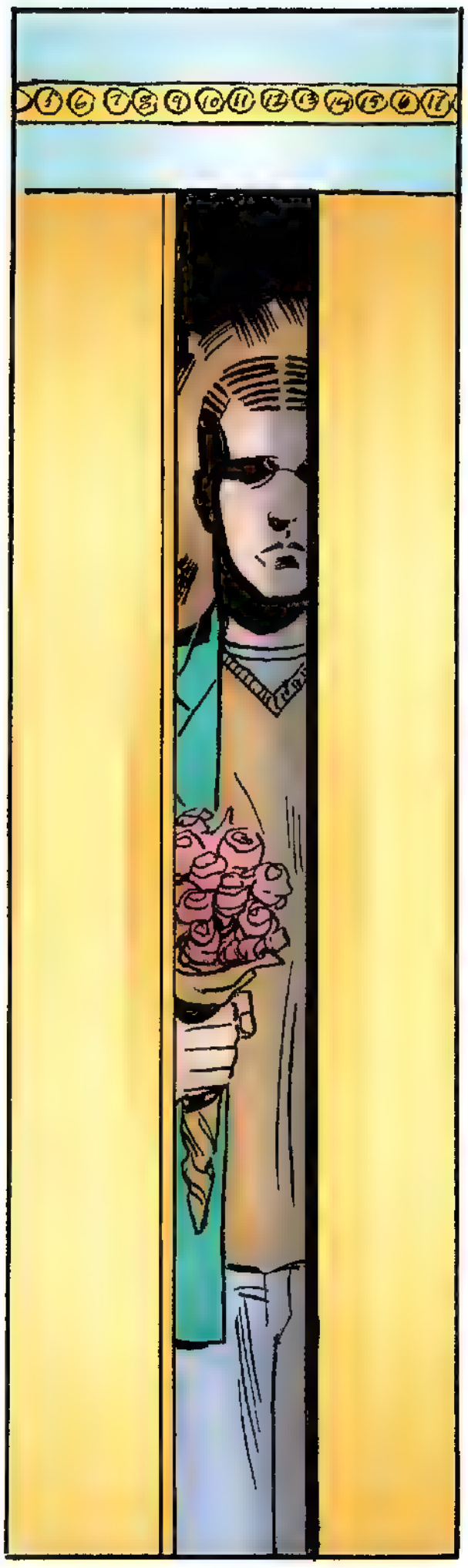
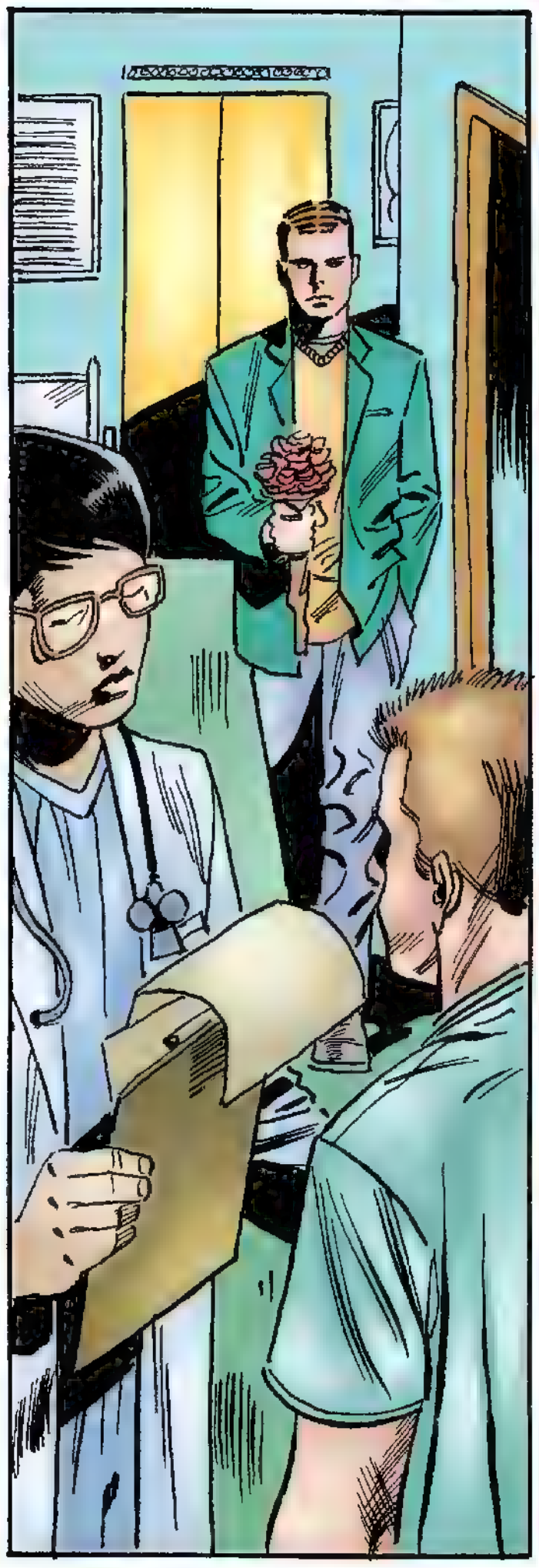
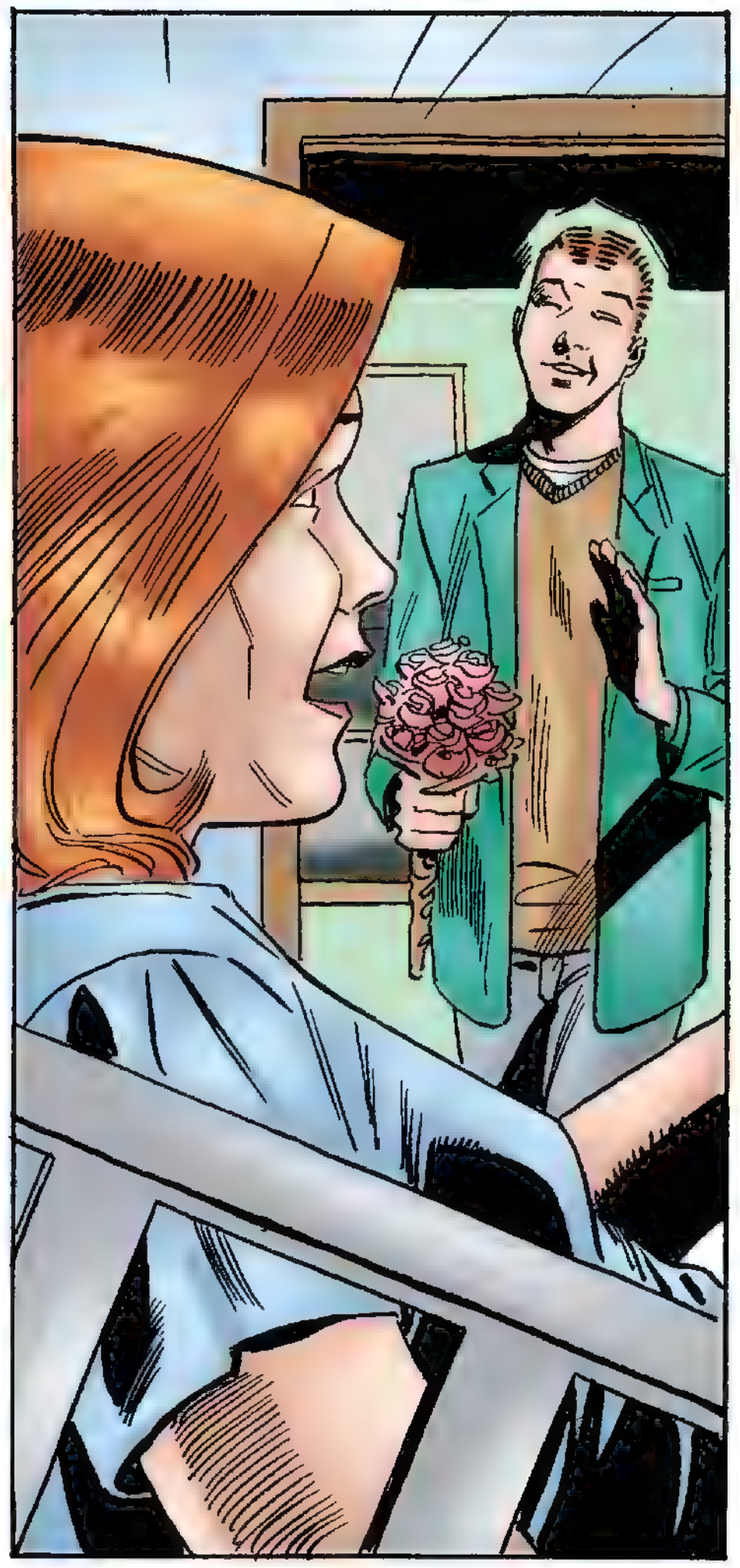


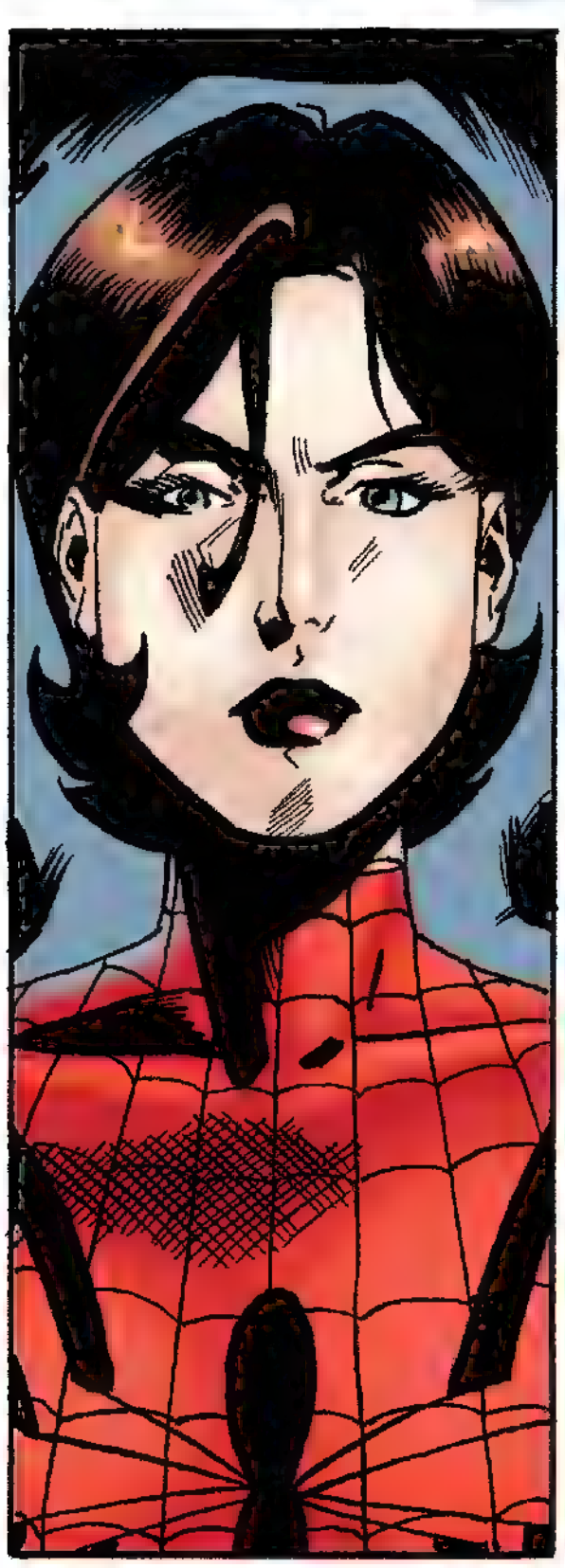


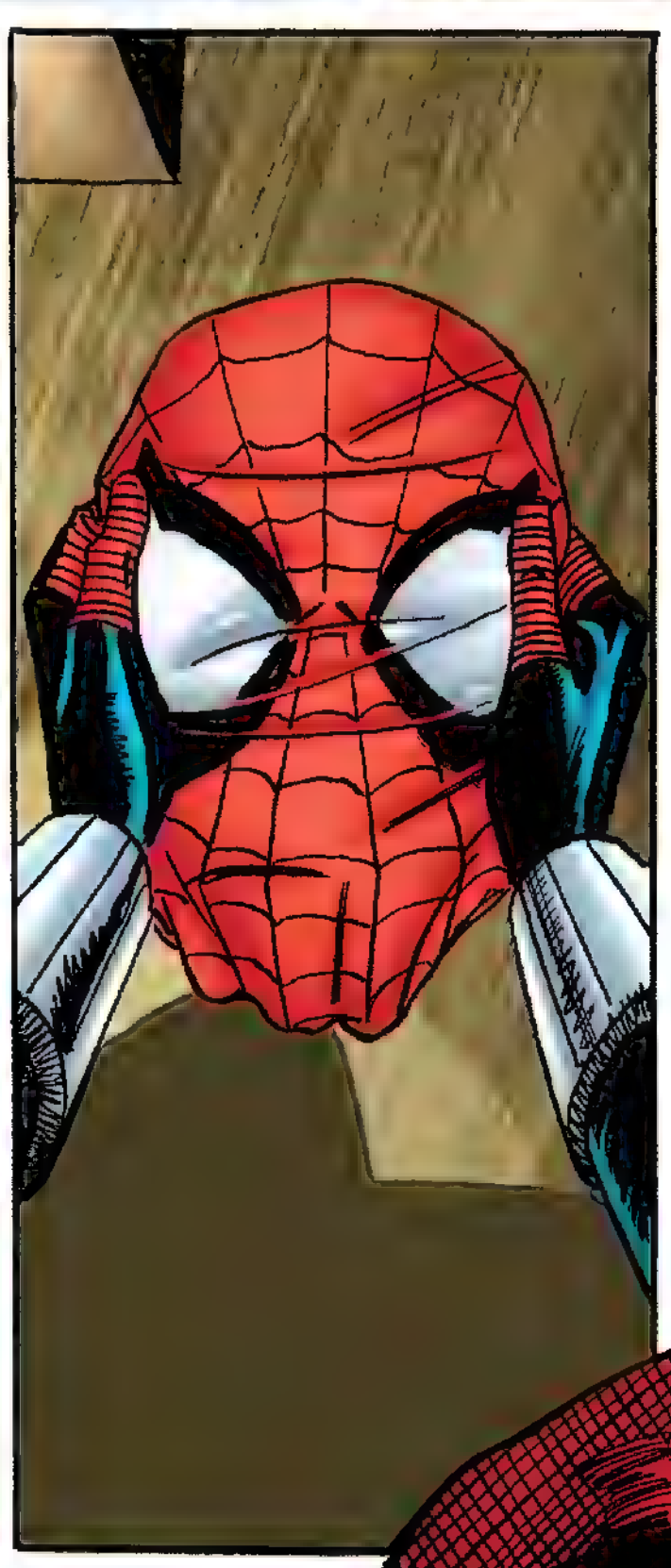


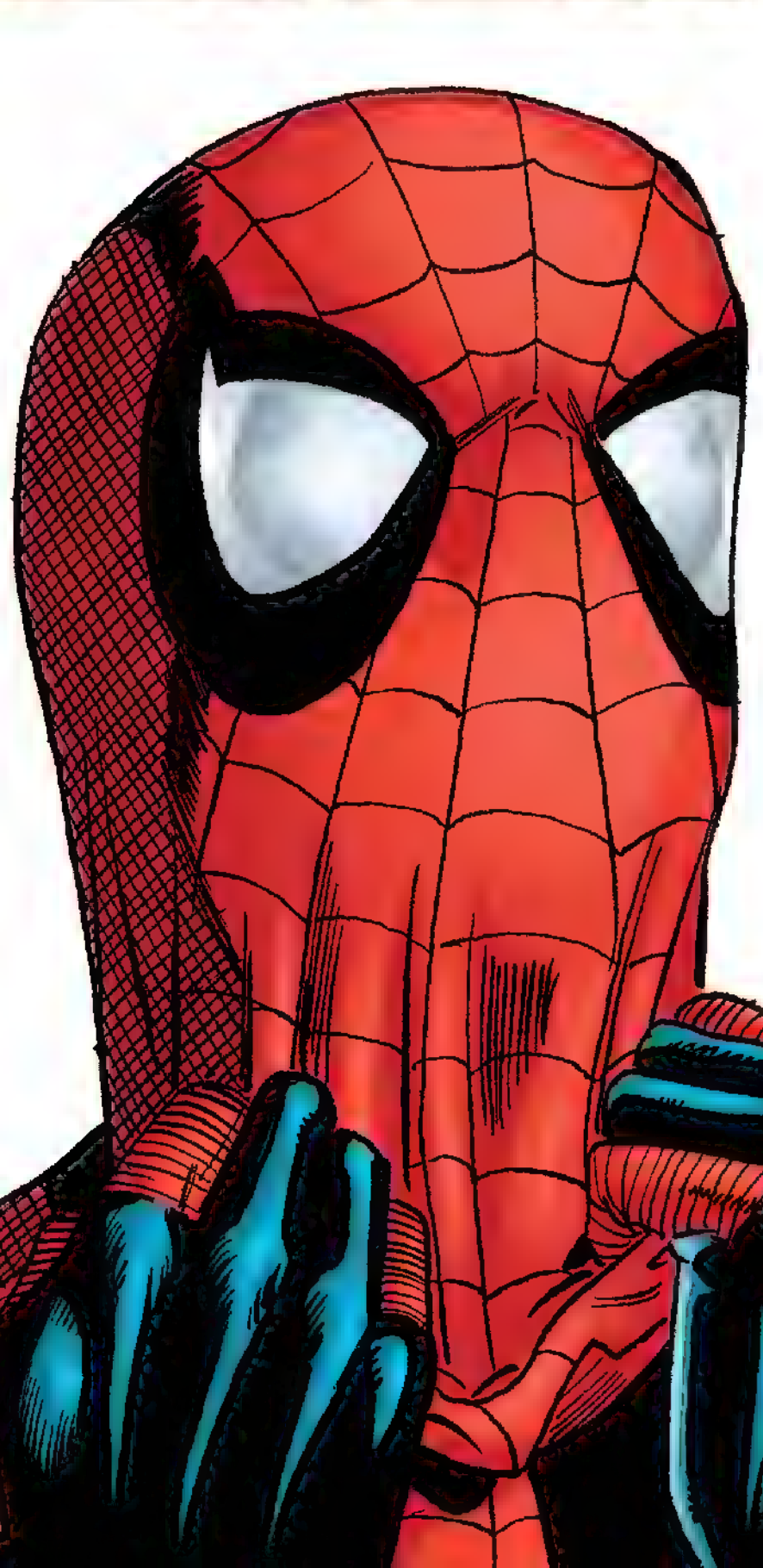


NEWS TEAM

TRACI ROBINSON 18







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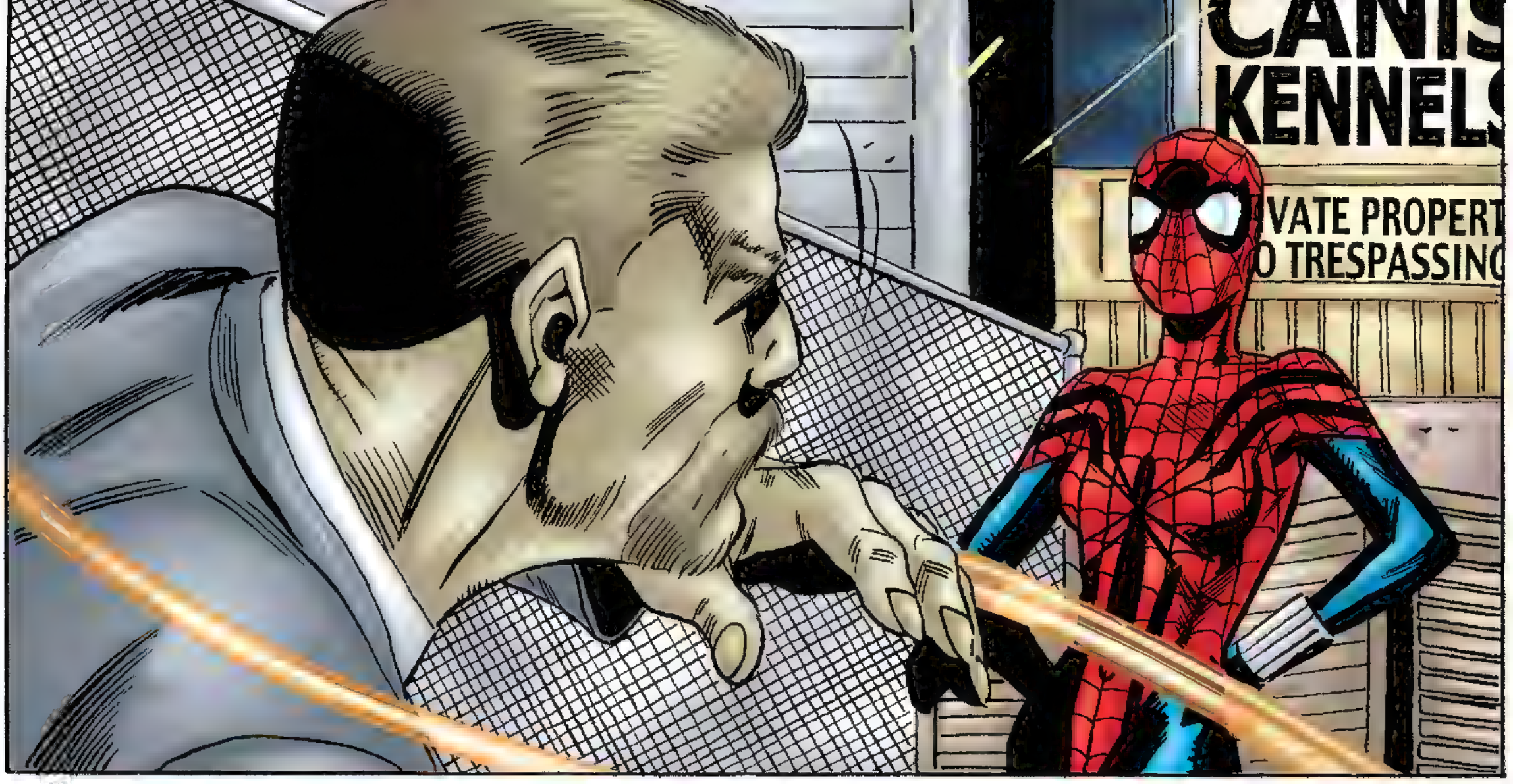
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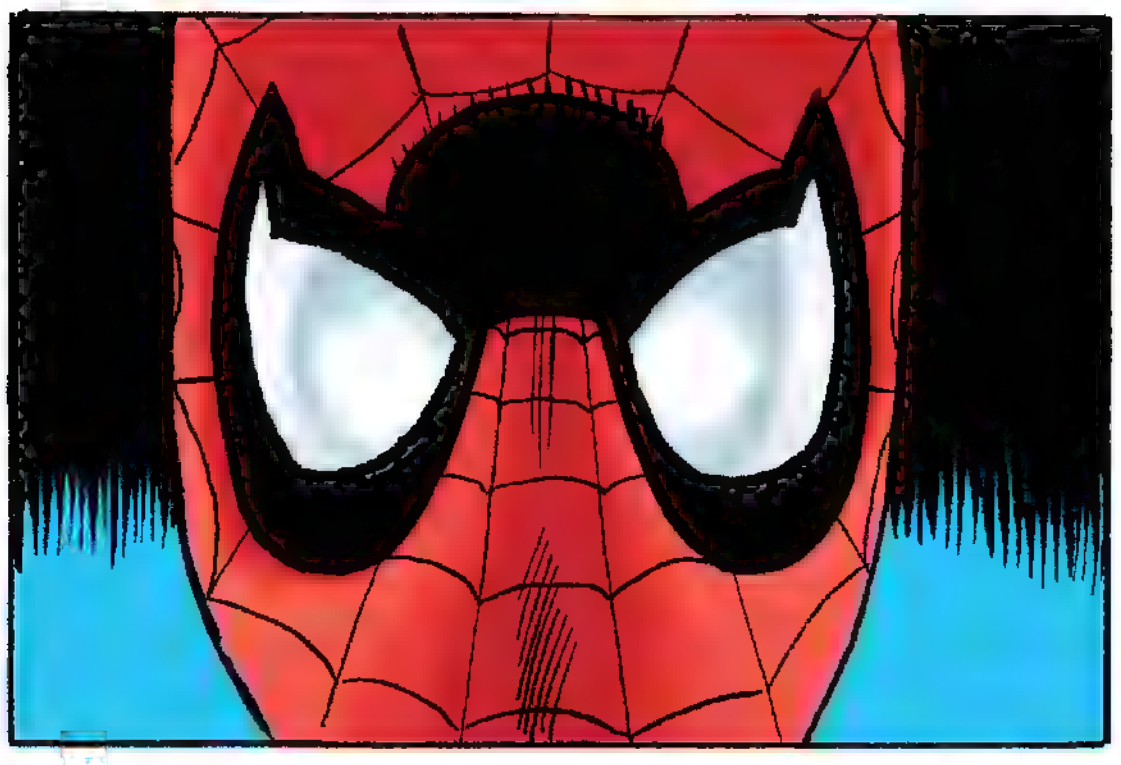

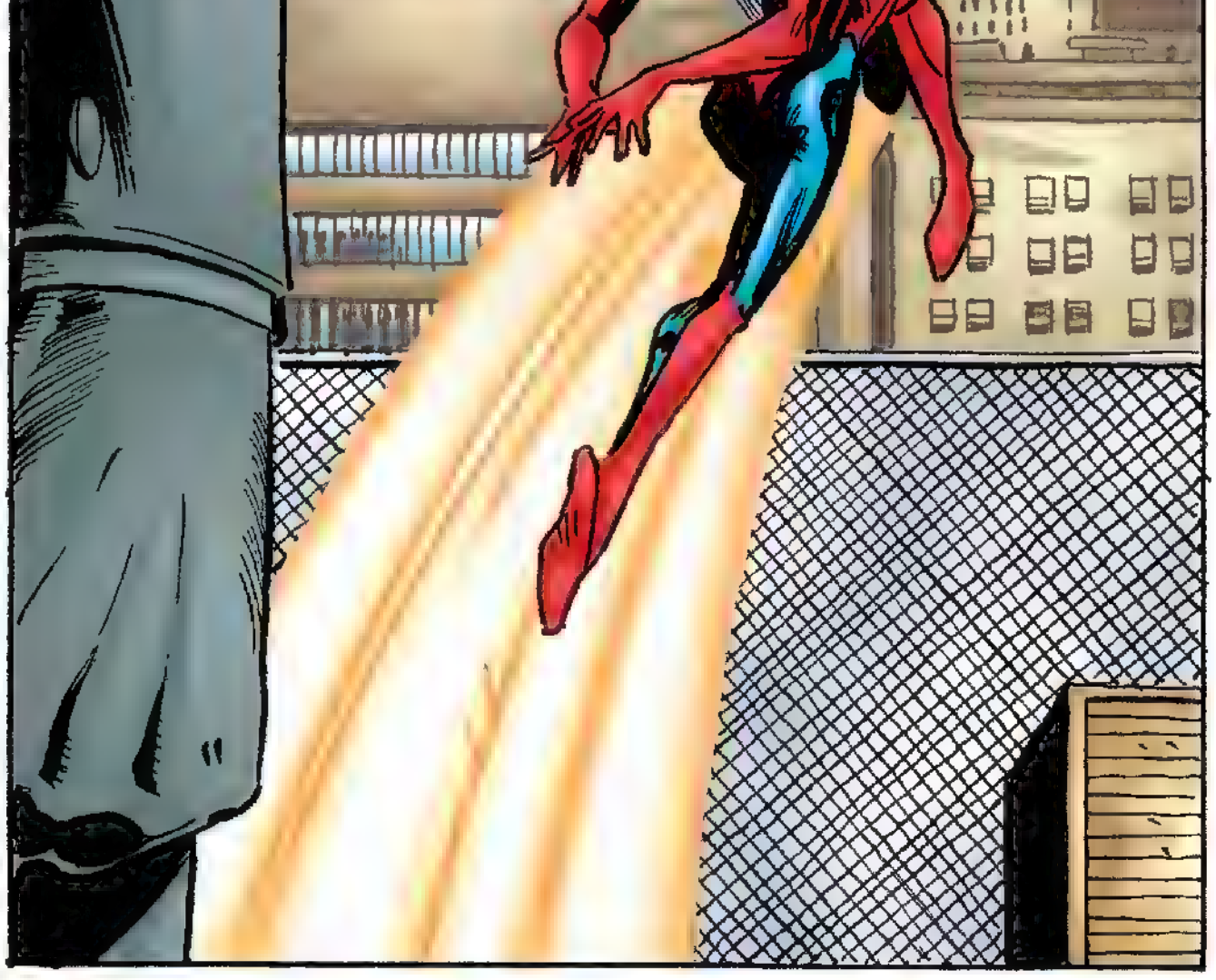

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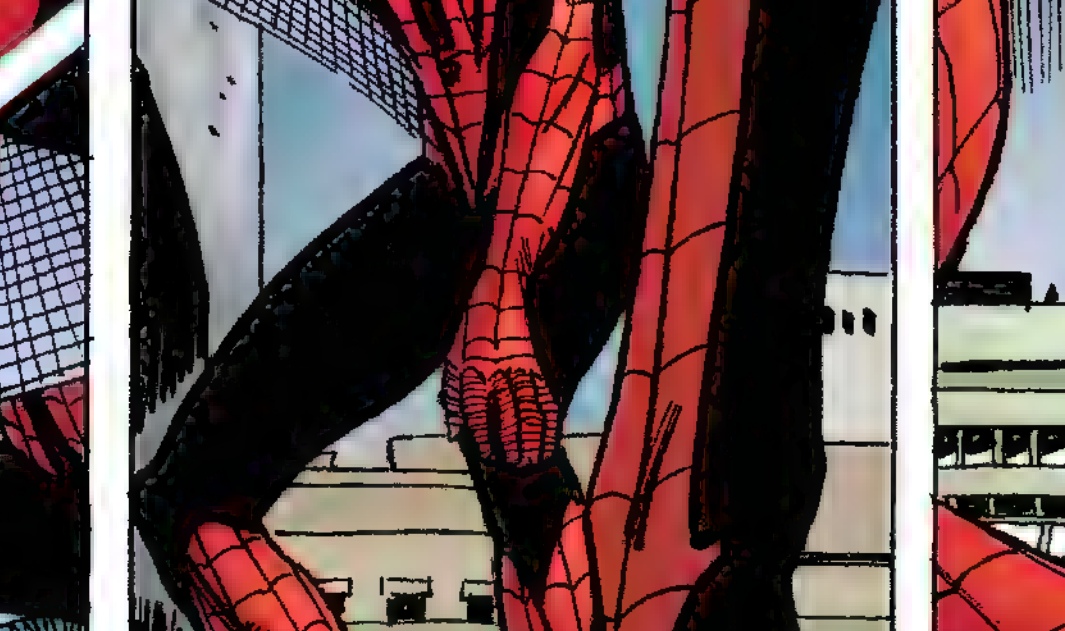

CRAZY EIGHT
(Real Name Unknown)

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(Real Name Unknown)

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(Real Name Unknown)

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(Real Name Unknown)

CRAZY EIGHT
(Real Name Unknown)

CRAZY EIGHT
(Real Name Unknown)

THE END
...FOR NOW!

MARVEL COMICS

SPIDER-GIRL

42

DEFALCO
FRENZ
LIVESAY

MOTHER'S DAY!

SHE IS CALLED ANGEL FACE--

--AND UP UNTIL RECENTLY, SHE RESIDED IN RAVENCROFT, AN INSTITUTION DEVOTED TO THE STUDY AND INCARNATION OF THE CRIMINALLY INSANE.

AS MUCH AS I ENJOY THE EXERCISE, I DO WISH YOU WOULD JUST ANSWER MY QUESTIONS--

--AND HELP ME FIND THE PEOPLE WHO MURDERED MY SON!

A-ARE YOU CRAZY? WE GOT NO IDEA WHAT YOU'RE--

=ARRRKKK=

PLEASE WATCH YOUR LANGUAGE!

A TRUE GENTLEMAN NEVER USES THE "C" WORD--

--ESPECIALLY WHEN HE'S IN THE PRESENCE OF A LADY WHO'S WEARING A STRAIGHT-JACKET!

WHY DON'T YOU TAKE A LITTLE *BREAK*, MOM?

THIS IS OUR *FOURTH* RAID SINCE I FREED YOU.

THAT'S VERY *THOUGHTFUL*, DEAR--

-- BUT I CAN ALWAYS RELAX *AFTER WE* AVENGE YOUR BROTHER.

HEY, FUNNY FACE --WHY ARE YOU BUSTING UP MY GANG?!

A WEEK AGO, YOU CONVINCED ME TO THROW IN WITH *CANIS* IN HIS WAR AGAINST THE *KINGPIN*.

I THOUGHT WE WERE *FRIENDS*.

SORRY, SWEETUMS--

--BUT THE SITUATION HAS *CHANGED*.

FUNNY AND I COULDN'T CARE LESS ABOUT YOUR SILLY *GANG WAR*.

WE DON'T CARE *WHO* RULES THE UNDERWORLD.

WE JUST WANT TO GET OUR HANDS ON THE PEOPLE WHO KILLED *CRAZY EIGHT!*

WE'RE GOING TO TEAR THIS CITY APART UNTIL WE FIND *MISTER NOBODY* AND THAT LITTLE WITCH CALLED--

The daughter of the original Spider-Man, ***May "Mayday" Parker*** *has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines!*
Stan Lee presents...

SPIDER-GIRL!™

IT'S GOOD TO HAVE YOU HOME, MOM.

I'LL BET YOU HAD YOUR FILL OF HOSPITAL FOOD.

YOU JUST TRY TO RELAX, *MARY JANE.*

MAY AND I WILL HELP YOU INTO BED.

THAT WON'T BE NECESSARY, *PETER.*

THERE'S NOTHING WRONG WITH MY LEGS.

YOUR NAME IS MAY "MAYDAY" PARKER, AND YOU ARE THE DAUGHTER OF THE ORIGINAL ***SPIDER-MAN.***

BUT IT'S YOUR ***MOTHER*** *WHO CONCERNS YOU NOW.*

SHE'S PREGNANT AND SUFFERING FROM SERIOUS MEDICAL COMPLICATIONS.

BUT SHE'S GOING TO BE ***FINE.*** *JUST* ***FINE!***

SHE'S NOT GOING TO DIE LIKE-- ***NO!*** *YOU DON'T WANT TO THINK ABOUT HIM AGAIN.*

YOU AREN'T RESPONSIBLE FOR WHAT HAPPENED TO ***CRAZY EIGHT.***

IT WASN'T YOUR FAULT.

IT WASN'T.

TOM DeFALCO & RON FRENZ
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JOHN WORKMAN—Letterer
CHRISTIE SCHEELE
with HEROIC AGE—Colorist
YOUNGQUIST and SUMERAK
Assistant Editors
TOM BREVOORT—Editor
JOE QUESADA—Editor in chief
BILL JEMAS—President

WH-WHAT ARE YOU *DOING*, MARY JANE?

THE DOCTOR SAID THAT YOU NEED TO TAKE IT *EASY* FOR THE NEXT FEW MONTHS.

I KNOW, PETER.

I KNOW.

RRING

BUT I CAN STILL CLIMB INTO BED BY MYSELF.

RRING RRING

I WISH YOU'D LET US HELP YOU.

FINE.

YOU CAN ANSWER THE PHONE.

OKAY.

I KNOW WHEN I'M BEATEN.

THAT'S ONE OF THE THINGS I LOVE ABOUT YOU.

NOW GIVE ME A KISS, AND GO OFF TO YOUR MEETING.

YOU SURE YOU DON'T WANT ME TO RESCHEDULE?

PLEASE, PETER ...GO... *FOR THE SAKE OF OUR MARRIAGE.*

HELLO --?

HEY, UNCLE PHIL...

I'M GLAD TO HEAR YOUR MOTHER'S FEELING BETTER, BUT THAT ISN'T THE ONLY REASON I CALLED.

NORMIE AND I NEED YOU TO STOP BY THE *WEB SITE,* MAY.

SOMETHING IMPORTANT HAS COME UP.

CAN IT WAIT, UNCLE PHIL?

I WAS PLANNING TO STICK AROUND THE HOUSE AND -- OH!

H-HE'S ON A RAMPAGE?

I'LL BE RIGHT THERE.

WE'RE IN BIG *TROUBLE*, CANIS.

FUNNY FACE HAS GONE COMPLETELY *PSYCHO* EVER SINCE THAT *NOBODY* FREAK CLIPPED HIS BROTHER.

I SYMPATHIZE WITH HIS LOSS.

CANIS KENNELS

YEAH...ME, TOO... BUT WE STILL GOTTA PROTECT OUR PEOPLE.

THEY ALREADY GOT THEIR HANDS FULL WITH THE KINGPIN'S GOONS.

GRIEF CAN WREAK HAVOC WITH EVEN THE SANEST OF MEN.

I TRULY WISH I COULD AFFORD TO BE *LENIENT* WITH FUNNY FACE--

--BUT THERE IS ONLY ONE WAY TO DEAL WITH A *MAD DOG*.

KRAKK

IT'S A SHAME.

I HAD ACTUALLY GROWN QUITE FOND OF HIM.

FUNNY FACE TOLD HIS MOTHER ON ME?!

Y-YOU'RE KIDDING, RIGHT?

I COULDN'T BE MORE SERIOUS, AND I'M ASHAMED TO ADMIT THAT I NEVER EVEN REALIZED THAT THERE WAS A CONNECTION BETWEEN HIM AND ANGEL FACE--

--UNTIL HE HOSPITALIZED OVER A DOZEN PEOPLE WHILE BREAKING HER OUT OF RAVENCROFT.

YEAH... OKAY... BUT I STILL DON'T UNDERSTAND WHY THIS CONCERNS ME.

MISTER NOBODY IS THE ONE WHO SHOT CRAZY EIGHT.

DO THE MATH, MAY...

YOU TOLD US YOURSELF THAT FUNNY FACE BLAMED YOU FOR HIS BROTHER'S DEATH.

LISTEN TO ME AND NORMIE, KIDDO...

YOU DON'T WANT TO GO MESSING WITH ANGEL FACE ON YOUR OWN.

I KNOW HER FROM BACK WHEN I WAS STARTING OUT AS THE GREEN GOBLIN.

I WAS IN MY PRIME--WITH ENHANCED POWERS AND STRENGTH--AND SHE STILL KICKED MY BUTT.

LUCKILY, THE ORIGINAL DAREDEVIL EVENTUALLY MANAGED TO TAKE HER DOWN.

I HEAR YOU, UNCLE PHIL... AND I'LL BE GLAD TO LEAVE HER FOR SOME OTHER COSTUMED HERO.

THAT'S NOT WHAT I MEANT, MAY. LISTEN, I KNOW YOU'RE STILL SHAKEN ABOUT CRAZY EIGHT--

WHOA! THIS ISN'T ABOUT HIM.

I-IT'S MY MOM...

S-SHE NEEDS ME NOW.

Sale
BAIT & TACK
TING & FISHING
SUPPLY OUTLET
LIAR!
DON'T TELL ME THAT NO ONE KNOWS HOW TO CONTACT *MISTER NOBODY!*
SOMEBODY *MUST.*
HE WORKS FOR THE *KINGPIN,* JUST LIKE YOU.
ACTUALLY, MOM...
...I THINK I MADE A MISTAKE.
THESE GUYS ALSO REPORT TO *CANIS.*
OOPS!
OH, WELL...
NO REAL HARM DONE.
WE'LL JUST HIT A FEW OF THE *KINGPIN'S* ESTABLISH-MENTS UNTIL WE EVEN THINGS OUT.
THANKS FOR BEING SO UNDER-STANDING.
A MOTHER HAS TO WATCH OUT FOR HER BOY.

HER NAME IS **JESSICA DREW,** AND SHE WAS ONCE THE COSTUMED HERO CALLED **SPIDER-WOMAN.**

BUT THAT WAS A LONG, LONG TIME AGO...

DAILY BUGLE SPIDER MAN!!

LIKE MANY OTHER MOTHERS, SHE NOW SPENDS THE MAJORITY OF HER TIME WORRYING ABOUT HER SON...

BUZZZZ

J-JULIA?

JULIA CARPENTER ?!

WH-WHAT ARE YOU DOING IN **NEW YORK--** AND **HOW** ON EARTH DID YOU FIND ME?

YOU DIDN'T MAKE IT EASY FOR ME, JESSICA.

BY THE WAY, I ASSUME YOU REMEMBER **PETER PARKER.**

I-IS THAT REALLY YOU, PETER?

I ACTUALLY TRIED TO CALL YOU A FEW WEEKS AGO.

I'M AFRAID I DIDN'T GET THE MESSAGE.

I DIDN'T LEAVE ONE.

WHAT'S THIS ALL ABOUT, JULIA?

DON'T PLAY DUMB, JESSICA.

IT DOESN'T SUIT YOU.

WHERE'S YOUR **SON?**

G-GERRY--?

WHY DO YOU WANT GERRY?

WE KNOW THE TRUTH ABOUT HIM, AND WE THINK WE CAN HELP.

WHERE **IS** HE, JESSICA?

I...I HONESTLY DON'T KNOW.

BUT IT'S SAFE TO ASSUME THAT HE'S OUT RISKING HIS LIFE...

HIS NAME IS **GERALD DREW.** (IT WAS LEGALLY CHANGED AFTER HIS MOTHER DIVORCED HIS DAD.)

THOUGH HE IS THE SON OF THE VERY FIRST **SPIDER-WOMAN** (THERE WERE THREE OTHERS), HE HAS PATTERNED HIS COSTUMED IDENTITY AFTER THE ORIGINAL **SPIDER-MAN.**

BUT IT'S SOMEONE ELSE WHO CONCERNS HIM NOW.

RUMOR HAS IT THAT *FUNNY FACE* AND HIS MOM DROPPED IN TO SEE YOU BOYS A FEW HOURS AGO.

WHAT DID THEY WANT, AND *WHERE* DID THEY GO?

C'MON, BOYS--I'D REALLY LIKE TO CATCH *THEM* BEFORE MY DINNER BREAK, BUT THAT WON'T HAPPEN UNLESS YOU GIVE *ME* YOUR FULL--

HEY! WHERE ARE YOUR MANNERS?

YOU SHOULD RAISE YOUR HAND BEFORE LEAVING THE ROOM.

P-PLEASE, MAN--GO *EASY* ON ME!

I...I'M STILL HURTING FROM MY LAST BEATING.

I GOT NO IDEA WHERE YOU CAN FIND THOSE LUNATICS.

HOW DO I KNOW YOU'RE NOT HOLDING OUT ON ME?

I CAN VOUCH FOR HIM...

THAT MAN IS OBVIOUSLY TERRIFIED OF YOU, SPIDER-MAN--

--AND HE HAS NO REASON TO PROTECT THE FACES.

PUT HIM DOWN... AND STOP WASTING EVERYONE'S TIME.

Y-YOU'RE DARKDEVIL!

WHAT GAVE ME AWAY--THE INITIALS ON MY COSTUME OR THE FLAMING BILLY STICK?!

YOUR MOTHER NEEDS YOU--?!

YOU ACTUALLY BLAMED YOUR MOM.

HOO-BOY!

THE TRUTH IS YOU'RE AFRAID TO GET BACK INTO COSTUME.

AFRAID TO TAKE ON THE FACES.

AFRAID SOMEONE ELSE WILL DIE LIKE--NO!

IT WASN'T YOUR FAULT.

IT WASN'T!

BE SMART, GIRL! STAY OUT OF THIS FIGHT, AND LET SOMEONE ELSE--

MAY--!

HEY, MAYDAY!

THANK GOD I RAN INTO YOU.

W-WE GOT A BIG PROBLEM. BRAD FOUND OUT THAT JIMMY WAS SEEING HEATHER BEHIND HIS BACK--AND HE'S GONNA KILL HIM!

SOCIOLOGY & YOU A TEXT

SOCIOLOGY

WH-WHAT DO YOU THINK WE SHOULD DO?

TELL JIMMY'S PARENTS?

ALERT SCHOOL AUTHORITIES?

CALL THE POLICE?

ACTUALLY, I THINK WE SHOULD MIND OUR OWN BUSINESS--

--AND LET THE BOYS WORK THIS OUT ON THEIR OWN.

B-BUT, MAY--!

I'M SORRY, COURTNEY.

I...I JUST DON'T WANT TO GET INVOLVED.

UNACCEPTABLE!

THIS...THIS *RAMPAGE* BY ANGEL FACE AND FUNNY FACE... IS MAKING IT VIRTUALLY *IMPOSSIBLE* TO CONDUCT BUSINESS.

WE'RE LOSING *MILLIONS* EACH DAY.

YOU THINK WE GOT IT BAD, *CANIS* IS BLEEDING FROM AN OPEN VEIN.

BAH! THIS *GANG WAR* WILL RUIN US BOTH.

MISTER NOBODY, I HOLD YOU PERSONALLY *RESPONSIBLE* FOR THIS TURN OF EVENTS. I DID NOT AUTHORIZE ANY HIT.

HOLD IT, KINGPIN. I TOLD YOU IT WASN'T MY FAULT.

I WAS AIMING AT THE NEW *SPIDER-MAN,* BUT *SPIDER-GIRL* RUINED MY SHOT.

SHE'S THE ONE WHO REALLY KILLED *CRAZY EIGHT.*

I WILL DEAL WITH HER... *AT THE APPROPRIATE TIME.*

YEAH.

THAT'S *ALL* I'M SAYING.

SO... *UHHHHH...* WHAT DO YOU WANT ME TO DO ABOUT *FUNNY FACE?*

NOTHING... AT PRESENT.

SINCE THE *ENEMY* OF MY ENEMY IS ALSO MY *FRIEND,* WE MAY BE ABLE TO TURN HIS RECENT ACTIONS TO OUR ADVANTAGE.

SET UP A MEETING WITH *CANIS.*

SO WHAT DO YOU SAY WE *TEAM UP?*

LIKE DAREDEVIL AND THE ORIGINAL *SPIDER-MAN.*

C'MON-- IT'LL BE FUN!

NOT INTERESTED.

WHY NOT?

I KNOW YOU'VE HELPED *SPIDER-GIRL* IN THE PAST.

'CAUSE SHE'S A *BABE,* RIGHT?

I'M *DESPERATE,* MAN.

I DON'T THINK I CAN HANDLE *FUNNY FACE* AND *ANGEL FACE* WITHOUT BACKUP.

THEN DON'T *HUNT* THEM.

BUT IT'S MY FAULT THEY'VE GONE *WHACKO.*

CRAZY EIGHT DIED BECAUSE *SPIDER-GIRL* SAVED ME.

BE A BUD! I COULD REALLY USE AN ASSIST.

ON ONE CONDI-TION...

ANY-THING!

STOP TALKING.

NO PROBLEM!

I'LL BE QUIET AS A MOUSE.

YOU WON'T HEAR A WORD FROM ME.

NOT A SINGLE WORD.

WE CAN'T KEEP GOING ON THIS WAY, HEATHER.

I...I KNOW, JIMMY... BUT I... I'M JUST WORRIED ABOUT BRAD.

YOUR CONCERN WOULD MEAN A WHOLE LOT MORE--

--IF YOU WEREN'T CHEATING ON ME!

BRAD, I...I'M SORRY, MAN... I DIDN'T WANT YOU TO FIND OUT LIKE THIS.

DON'T WORRY! I HEARD ABOUT YOU TWO THROUGH THE GOSSIP MILL-- LIKE EVERYONE ELSE IN SCHOOL!

YOUR FEELINGS HURT? TOUGH! THAT'S WHAT YOU GET FOR PAYING MORE ATTENTION TO MAYDAY PARKER THAN YOUR OWN GIRLFRIEND.

HUH --?!

WH-WHAT'S PARKER GOT TO DO WITH YOU AND YAMA?

YOU'RE A SMART BOY-- YOU'LL FIGURE IT OUT!

WH-WHAT THE HECK IS GOING ON HERE?

I GOT NOTHING TO SAY TO YOU, YAMA. JUST PUT UP YOUR FISTS, AND--

WHOA!

MOOSE!?! I DON'T GET IT. I THOUGHT I COULD COUNT ON YOU. WHY'D YOU STOP ME? YOU DON'T EVEN LIKE YAMA.

NAH ...NOT REALLY ...BUT YOU AIN'T GONNA SOLVE ANY-THING BY BEATING ON HIM.

WH-WHAT'S GOTTEN INTO YOU, MAN?

WHERE DOES YOUR DUTY LIE?

OKAY, SO MAYBE YOU DO FEEL A LITTLE RESPONSIBLE FOR WHAT HAPPENED TO CRAZY EIGHT...

DOES THAT MEAN YOU'RE REQUIRED TO RISK YOUR NECK AGAINST HIS NUTTY BROTHER AND EVEN NUTTIER--

OH, GOD!

M-MOM --?!

WHERE ARE YOU, MOM?

YOU UPSTAIRS?

MOM--?

THIS IS YOUR FAULT!

CAN YOU HEAR ME?

YOU NEVER SHOULD HAVE LEFT HER ALONE.

IF ANYTHING'S HAPPENED TO HER OR THE BABY--!

MOM--?

MOMMY--!

IS THAT YOU, HOT-SHOT?

WHY ARE YOU SHOUTING?

WH-WHERE ARE YOU?

IN THE KITCHEN. I WANTED A GLASS OF WATER.

BUT THE *DOCTOR* SAID--!

I KNOW *EXACTLY* WHAT THE DOCTOR SAID, AND--*TRUST ME*--I'M TAKING EVERY WORD TO HEART.

I'M NOT GOING TO DO ANYTHING THAT WILL JEOPARDIZE THE HEALTH OF MY BABY OR MYSELF.

BUT I REFUSE TO LET YOU OR YOUR FATHER MAKE AN *INVALID* OUT OF ME.

I'M GOING TO CONTINUE TO LIVE MY LIFE--*ON MY OWN TERMS!*

YOU NEVER MET YOUR NAMESAKE--YOUR FATHER'S *AUNT MAY*-- BECAUSE SHE DIED BEFORE YOU WERE BORN.

SHE HAD A HARD LIFE --WITH A LOT OF HEARTACHE--BUT SHE WAS A FEISTY OLD LADY WHO WAS ALWAYS A LOT TOUGHER THAN ANYONE THOUGHT.

SHE TAUGHT ME THE IMPORTANCE OF STAYING *TRUE* TO MYSELF--NO MATTER HOW MANY *OBSTACLES* GET IN MY PATH!

IT'S EASY TO LOOK LIKE A *WINNER* WHEN EVERYTHING'S GOING YOUR WAY.

YEAH...

*LIKE THEY SAY IN THE FUNNY BOOKS, TRAGEDY DOESN'T **BUILD CHARACTER**...*

*...IT ONLY **REVEALS** IT!*

I-IT'S SO UNFAIR!

MY POOR GERRY NEVER HAD A CHANCE--AND IT'S ALL MY FAULT!

YOU CAN'T BLAME YOURSELF, JESSICA.

CAN'T I? HE WAS BORN WITH A RARE BLOOD DISEASE THAT CERTAINLY DIDN'T COME FROM HIS FATHER.

"I JUST WANTED HIM TO GET BETTER. THAT'S WHY I TRIED TO RECREATE THE EXPERIMENT THAT MADE ME SPIDER-WOMAN.

"I THOUGHT IT COULD ...I DON'T KNOW... SUPER-CHARGE HIM.

"THAT PART MUST HAVE WORKED, BECAUSE HE DID GAIN MOST OF MY SPIDER-POWERS.

"ONCE WE REALIZED HE'D NEVER BE CURED, HE DECIDED TO PUT HIS NEW POWERS TO USE.

HARRY POTTER

"HE WANTED TO LIVE HIS REMAINING DAYS TO THE FULLEST.

"WHAT COULD I SAY?"

"I USED TO READ TO HIM WHILE HE WAS TRAPPED WITHIN THAT MISERABLE TUBE...STORIES ABOUT THE WORLD'S GREATEST SUPER HEROES AND THE AMAZING THINGS THEY DID.

YOU DID YOUR BEST, JESSICA.

LISTEN, I TALKED TO REED RICHARDS OF THE FANTASTIC FIVE. HE BELIEVES HE KNOWS SOMEONE WHO MAY BE ABLE TO HELP YOUR SON.

"HE BELIEVES SOMEONE MAY"-WE'VE HEARD IT ALL BEFORE, PETER.

HOW CAN I ASK GERRY TO TRADE HIS DREAM FOR VAGUE POSSIBILITIES.

YOU CAN'T... BUT I KNOW SOMEONE WHO CAN.

OKAY, SO YOU NEED TO SCROUNGE UP SOME BACKUP BEFORE CHALLENGING THE FACES.

YOU COULD CALL THE AVENGERS OR THE FS, BUT THIS REALLY ISN'T THEIR KIND OF-- UH-OH!

SOMETHING IS FLYING OVERHEAD, AND CAUSING YOUR SPIDER-SENSE TO TINGLE.

NO PROBLEM.

THE MAN CALLED NOVA IS JUST PATROLLING THE CITY LIKE-- HEY!

DIDN'T HE ONCE --YEAH!

YEAH!

HEY, GUYS!

I FINALLY FIGURED OUT HOW WE CAN BEAT THE *FACES.*

YOU GONNA FILL US IN, OR--

I'LL EXPLAIN ON THE RUN, UNCLE PHIL.

DO YOU STILL HAVE THAT WARE-HOUSE WHERE I USED TO TRAIN WITH THE *LADYHAWKS?*

UHHH... YEAH.

COOL-- WE'RE GOING TO NEED IT... AND THE *LADYHAWKS.*

THE *LADYHAWKS* --?!

I ASSUME YOU CAN REACH THEM.

S-SURE, BUT...

CALL THEM-- *NOW!*

ANYTHING FOR ME TO DO?

LOG ON THE *INTERNET,* NORMIE, AND PULL OUT YOUR *ROLODEX...*

WHAT'S THE *DEAL,* HUH?

H-HAVE YOU SPOKEN TO *PARKER* RECENTLY?

WHY HAVE YOU BEEN AVOIDING ME?

WHAT'D I DO?

NO--NOT REALLY--BUT C'MON, ALREADY, NANCY--WHAT DOES *PARKER* HAVE TO DO WITH *US?!*

DON'T TELL ME YOU'RE *JEALOUS!* I MEAN, *LIKE,* I NEVER SAID WE WERE *EXCLUSIVE* OR--

BZZZZZZ

I...*UHHHH*...I'M *SORRY,* NANCY... BUT I'VE REALLY GOT TO TAKE THIS CALL.

IS IT *PARKER*--OR ONE OF YOUR OTHER *BIMBETTES*?

NANCY, *DON'T--*

GOODBYE, JACK JAMESON!

SLAM

YOUR TIMING COULDN'T BE *WORSE,* RICHIE.

SORRY, MAN...

...BUT WE JUST GOT AN INTRIGUING E-MAIL FROM *SPIDER-GIRL*--

--AND SHE NEEDS THE BUZZ!

THAT BLIND E-MAIL ACCOUNT YOU SET UP IS FINALLY COMING IN HANDY.

TOLD YA!

ANY IDEA WHAT THE WEBHEAD WANTS --OTHER THAN MY EXQUISITE MALE BOD?

DREAM ON, JERK. AND, NO --SHE DIDN'T SAY!

NEVER MIND! I SEE HER NOW, AND--

HURRY IT UP, SLOW-POKE!

WHAT DOES SHE MEAN--"THE LAST"?

I'LL JUST SWOOP DOWN, AND--

OH, MAAAAAN!

WHAT IS IT, BUZZ? WHAT'S HAPPENING?

YOU'RE THE *LAST* TO ARRIVE.

ONLY ONE WAY TO FIND OUT, EFFENDI.

WELCOME TO THE *PARTY*, BUZZ!

I DON'T KNOW HOW WELL-VERSED YOU ARE IN *SUPER-HERO LORE*...

...BUT THERE USED TO BE A TEAM OF TEENAGE HEROES WHO FOUGHT THE KINDS OF CRIMES THE MORE ESTABLISHED GROUPS WOULDN'T TOUCH.

THEY WERE CALLED THE NEW WARRIORS.

OH, MAN!

OH, MAN!

DESPERATE TIMES CALL FOR DESPERATE MEASURES.

CONGRATULATIONS, GUY! YOU'VE BEEN INVITED TO JOIN--

--*THE EVEN NEWER WARRIORS!*

THE END... FOR NOW!

MARVEL COMICS

43

SPIDER-GIRL

...AND HER AMAZING FRIENDS!

RAPTOR TO BASE.

SECTOR FOUR IS CLEAR.

SPIDER-GIRL HERE.

I'M SWINGING OVER 40TH STREET BETWEEN 5TH AND MADISON.

THAT'S SECTOR EIGHT, ACCORDING TO THE CHART.

YEAH.

SURE.

WHAT-EVER!

ANYWAY, ALL'S QUIET.

THIS IS LADY-HAWK--

--AND I'VE GOT A SIGHTING IN SECTOR SIX!

Y-YOU THINK IT'S THEM?!

CAN'T GET CLOSE ENOUGH TO CONFIRM ...BUT SOMEONE'S TRYING TO SET A NEW DISTANCE RECORD IN THE THUG TOSS.

WHAT ARE YOU WAITING FOR, OSBORN? MY SISTER NEEDS BACKUP.

SECTOR SIX, TEAM--SWARM! SWARM!

YOUR NAME IS MAY "MAYDAY" PARKER, AND YOU ARE THE DAUGHTER OF THE ORIGINAL SPIDER-MAN.

A WEEK AGO, YOU GATHERED A FEW FRIENDS AND--KINDA, SORTA--FORMED YOUR VERY OWN SUPER-TEAM.

YOUR MAIN GOAL IS TO APPREHEND THE MOTHER/SON CRIMINAL DUO OF ANGEL FACE AND FUNNY FACE.

YOU'VE BEEN SPECTACULARLY UNSUCCESSFUL UNTIL NOW, AND--

--HOO BOY! YOUR STREAK CONTINUES!

OH--!

HI, DARK-DEVIL.

WH-WHAT'S NEW?

A SEPARATE PEACE

Tom DeFalco & Pat Olliffe
Script, Plot & Pencils
Al Williamson • Inker
John E. Workman • Letterer
Christie Scheele & Heroic Age • Colorists
Marc Sumerak & Jeff Youngquist
Assistant Editors
Tom Brevoort • Editor
Joe Quesada • Editor in chief
Bill Jemas • President

The daughter of the original Spider-Man, ***May "Mayday" Parker*** *has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines!*
Stan Lee presents...

SPIDER-GIRL!™

RAPTOR, THE BUZZ, LADYHAWK, THE GREEN GOBLIN, AND... OF COURSE... SPIDER-GIRL.

WHY AM I NOT SURPRISED?

MIND TELLING ME THE PURPOSE OF THIS...THIS... LEGION OF MORONS?

WELLLLLLL, THERE'S THIS GANG WAR BETWEEN THE KINGPIN AND SOME GUY NAMED CANIS FOR CONTROL OF THE UNDER-WORLD...

OLD NEWS, GIRL!

I ALREADY BROUGHT HORNHEAD UP TO SPEED ON HOW MR. NOBODY-- THE KINGPIN'S BUTTON MAN--ACCIDENTALLY ACED CRAZY EIGHT.

"ACCIDENTALLY?"

WHAT PART OF GANG WAR DON'T YOU UNDERSTAND, EINSTEIN?

WH-WHAT ARE YOU SUPPOSED TO BE-- SOME KIND OF SUPER-POWERED FLY?!

LOOK WHO'S TALKING--A GUY PRETENDING TO BE SPIDER-MAN!

GLAD TO SEE THE BOYS PLAYING SO NICELY.

UHHHHH... FELLAS? YOU FORGOT ALL ABOUT FUNNY FACE.

HE IS...WAS ...CRAZY EIGHT'S BROTHER, AND THAT'S WHY HE AND HIS MOM ARE ON A VENGEANCE SPREE.

WE ALL WANT THE SAME THING, PEOPLE --TO CAPTURE THE FACES AND END THE GANG WAR!

I SUGGEST WE PUT OUR DIFFERENCES ASIDE, AND--

FORGET IT!

I ONLY AGREED TO WORK WITH THE SPIDER-BOY.

AND HE'S ALREADY ONE PARTNER TOO MANY.

HE NEEDS ME-- WHETHER HE REALIZES IT OR NOT!

Y-YOU'RE TALKING ABOUT THE NEW *SPIDER-MAN*?

HE'S JUST A *KID*, MARY JANE... EVEN YOUNGER THAN OUR MAY.

JUST A FRIGHTENED CHILD WHO THINKS HE'S DYING.

I...I THOUGHT HE HAD SOME KIND OF RARE BLOOD DISEASE.

HE DOES, BUT *REED RICHARDS* THINKS THERE COULD BE A CURE.

WHAT IF THERE *ISN'T*?

WE NEED TO THINK POSITIVE AND PERSUADE THE BOY TO GET HELP.

EVEN IF IT MEANS HE HAS TO GIVE UP PLAYING HERO?

IT'S FOR HIS OWN GOOD, MARY JANE.

TRUST ME --I KNOW WHAT I'M TALKING ABOUT!

I MAY BE THE ONLY ONE WHO CAN REACH THIS KID.

PETER, DO YOU HONESTLY BELIEVE THAT YOU CAN TALK HIM INTO QUITTING--

--WHEN YOU CAN'T EVEN CONVINCE *YOURSELF*?

=SIGH=

ARE YOU AS *BORED* AS I AM?

THIS IS THE THIRD BOOKIE PARLOR WE'VE TRASHED THIS MORNING.

DOES THIS ONE BELONG TO *CANIS*--

--OR THE *KINGPIN*?

DOES IT REALLY MATTER?

I GUESS NOT.

WHERE ARE ALL THE *SUPER HEROES* IN THIS CITY?

YOU'D THINK AT LEAST *ONE* WOULD HAVE CAUGHT UP TO US BY NOW, AND--

BE *CAREFUL* WHAT YOU WISH FOR!

OH, LOOK-- THE CANNON FODDER HAS FINALLY ARRIVED!

OH, MAN! THAT SPIDER-DUDE IS GOING TO BE SO *BUMMED* THAT HE STUCK WITH DARKDEVIL INSTEAD OF US!

OH, MY GOODNESS!

ARE YOU THE NEW *GREEN GOBLIN*?

I USED TO FIGHT SOMEONE WHO LOOKED A LOT LIKE YOU.

HELLO, ANGEL FACE.

IT'S BEEN A LONG TIME...

COME ON! NO! YOU CAN'T BE HIM.

HE WAS MUCH TOO KLUTZY TO SURVIVE ALL THESE YEARS.

ALTHOUGH YOUR JAW DOES HAVE A FAMILIAR RING TO IT.

YOU GUYS BETTER GET WHILE THE GETTING IS--HEY! WHAT'S THE BIG IDEA?

HATE T'BREAK IT TO YA, SWEETHEART--BUT WE WORK FOR CANIS, AND THERE'S A HEFTY BOUNTY ON YOUR HEAD.

CORRECT ME IF I'M WRONG, BUT DIDN'T MY FRIENDS AND I JUST SAVE YOU FROM FUNNY FACE AND HIS MOM?

YEAH, THANKS FOR THAT.

THAT'S IT!

NO MORE MS. NICE GAL!

KEEP BACK, RAPTOR--WHILE I PUT THE STING ON FUNNY FACE!

OH, SURE! I'LL JUST OOH AND AHH WHILE YOU MAKE LIKE A BIG, BRAVE HERO-MAN.

I...I DIDN'T MEAN TO SOUND PATRONIZING.

RIIIIIGHT!

IT WAS FUN TO CATCH UP ON OLD TIMES WITH THE GOBLIN, BUT YOU'RE THE ONE I REALLY WANTED TO MEET.

I UNDERSTAND MY ELDEST SON IS DEAD BECAUSE OF YOU, MISSY.

UH-OH!

THANK YOU...

RYKERS

I AM SO GLAD YOU ACCEPTED MY INVITATION, *CANIS.*

IT SEEMED THE RIGHT THING TO DO, *KINGPIN*... ESPECIALLY SINCE YOU COULDN'T COME TO ME.

THE RECENT UNPLEASANTNESS BETWEEN US CONTINUES TO ESCALATE AND GROW EVEN MORE COMPLICATED.

SADLY SO.

NOT ONLY DO WE HAVE TO CONTEND WITH THE AUTHORITIES, EACH OTHER, AND THE OCCASIONAL COSTUMED ADVENTURER--

--BUT NOW *FUNNY FACE* AND HIS MOTHER HAVE MADE IT VIRTUALLY IMPOSSIBLE TO CONDUCT OUR DAY-TO-DAY AFFAIRS.

I AGREE.

WE NEED TO PUT OUR DIFFERENCES ASIDE, AND GET BACK TO BUSINESS.

INDEED, AND I'M CERTAIN THAT WE CAN ARRIVE AT A JUST AND EQUITABLE TRUCE.

HIS ACTIONS HAVE COST US BOTH A LOT OF UNNECESSARY *GRIEF* AND *MONEY.*

OF COURSE, AS YOU MIGHT EXPECT, I AM CURIOUS ABOUT YOUR CURRENT BUSINESS RELATIONSHIP WITH *MR. NOBODY.*

AS A GESTURE OF GOODWILL, I HAVE ALREADY DISMISSED HIM FROM MY *EMPLOY*--

--AND HE IS NO LONGER UNDER *MY PROTECTION.*

THAT NO-GOOD, TWO-TIMING TUB OF LARD!

NG & SALVAGE

HE HAD NO RIGHT TO *FIRE* ME.

I DID MY JOB, AND DID IT WELL.

OKAY, SO MAYBE CAPPING *CRAZY EIGHT* WASN'T THE SMARTEST MOVE--

--BUT THE *KINGPIN* STILL OWES ME A LOT MORE THAN A LOUSY *TEN GRAND.*

IS THAT *ALL* HE GAVE YOU?

THAT'S AN *OUTRAGE,* AND I'LL GLADLY HELP YOU THROW IT BACK IN HIS FACE.

WHAT THE--?!

DON'T WORRY ABOUT THE *MONEY,* BUD!

YOU WON'T NEED IT WHERE YOU'RE HEADED.

SPIDER-MAN! DARKDEVIL!

H-HOW DID YOU *FIND* ME--?!

YOU MUST HAVE ANNOYED SOMEONE VERY IMPORTANT.

EVERY STREET PUNK WE RAN ACROSS SEEMED *ANXIOUS* TO DIVULGE YOUR ADDRESS.

TH-THE KINGPIN! HE MUST HAVE TURNED ME OUT!

OOOO! AN UNGRATEFUL CRIME LORD --*IMAGINE THAT!*

YOU WANT TO GIVE UP NOW, OR DO YOU INSIST ON A RITUAL FIGHT SCENE?

DON'T GET TOO COCKY, KID -- THIS GUY'S A STONE KILLER!

BIG WHOOP! IN CASE YOU HAVEN'T NOTICED, I'M A LOT STRONGER AND FAR MORE AGILE THAN YOUR AVERAGE STREET--

OWWWW!

H-HE *DIVED* INTO THE WALL.

MAN 'O' MAN, I *HATE* WHEN HE DOES THAT!

WARNED YOU ABOUT THE COCKINESS.

NOBODY EARNED HIS NAME BECAUSE HE CAN *TELEPORT* AND BECOME *INTANGIBLE.*

DUHHH! HOW'S ABOUT WE SKIP THE LECTURE--

--AND JUMP RIGHT TO THE PART WHERE YOU TELL ME HOW TO *STOP* HIM!

THAT SOUNDS A LOT LIKE *CHEATING,* KID.

AND I THOUGHT YOU GOOD GUYS ALWAYS PLAYED *FAIR.*

UNLIKE A BAD GUY LIKE ME WHO WON'T ALLOW HIMSELF TO BE *TOUCHED--*

--BUT FEELS PERFECTLY JUSTIFIED IN TEMPORARILY BECOMING *SOLID* WHENEVER HE WANTS TO GET OFF A FEW ROUNDS.

STUFF FAIRNESS!

I'M GONNA KICK YOUR EVER-LOVIN' BUTT!

THIS ISN'T WORKING THE WAY YOU PLANNED, GIRL-- OR IS IT?

TH-THERE ARE TOO MANY OF THESE GUYS... AND I... I NEED MORE ROOM TO MANEUVER PROPERLY.

YEAH... AND I COULD USE A CUP OF PEPPERMINT TEA.

STOP WHINING, RAPTOR--AND ACT LIKE A *HERO!* IT'S OUR JOB TO DEAL WITH THE SMALL FRY WHILE THE OTHERS TACKLE THE *FACES.*

YOU TOLD THE GANG THAT YOU WANTED TO APPREHEND FUNNY *FACE* AND HIS MOM... BUT THAT WAS A *LIE.*

OUT OF MY WAY, GOBLIN --YOU'RE RUINING MY SHOT!

=UGGN= AND THAT'S ALWAYS MY CHIEF CONCERN WHENEVER I'M =*UFFFT*= BEING PUMMELED BY A PSYCHO.

HOW LONG HAVE YOU TWO WORKED TOGETHER?

YOU BICKER LIKE AN OLD *MARRIED COUPLE* --NOT THAT THERE'S ANYTHING WRONG WITH IT!

RAPTOR, LADYHAWK, BUZZ, AND THE GOBLIN--THE TRUTH IS, YOU'RE JUST *USING* THEM!

RAPTOR-- *BEHIND* YOU!

THERE'S A MAN WITH AN *UZI!*

YOU SET THE OTHERS UP TO DISTRACT *FUNNY FACE*--

--SO THAT YOU'D GET SOME *ALONE TIME* WITH HIS MOM!

CRAZY EIGHT MIGHT HAVE SEEMED LIKE A RUN-OF-THE-MILL COSTUMED LUNATIC TO YOU, GIRL--

--BUT HE WAS MY *SON*--

--AND I *LOVED* HIM!

HOO-BOY! YOU SHOULD BE CAREFUL WHAT YOU WISH FOR!

KWAA-TWOOM!

I DON'T CARE WHAT THE *KINGPIN* OR ANYONE ELSE THINKS--*I'M THE* ***BEST*** *AT WHAT I DO!*

NOT ONLY DO I HAVE GREAT POWERS AND PLENTY OF FIREPOWER, BUT I ALWAYS PLAN AHEAD.

I STRATEGICALLY PLACED A FEW DOZEN *GAS CANISTERS* AROUND MY LOT, JUST IN CASE I EVER FACED AN OCCASION LIKE THIS.

THIS HAS BEEN A REAL *BLAST,* GUYS-- BUT I'M AFRAID THE TIME HAS FINALLY COME FOR ME TO COLLECT MY MONEY AND SAY GOOOBYE.

I NEED TO DISCUSS MY *SEVERANCE PACKAGE* WITH A CERTAIN FAT MAN.

SINCE YOU CAN ALSO *TELEPORT,* DEVILMAN, YOU GET TO CHOOSE BETWEEN ZAPPING TO *SAFETY*--

--OR TRYING TO SLIP *BETWEEN* MY BULLETS AND THE KID!

THWAKK!

OF COURSE, THERE'S A *THIRD* OPTION--

--THOUGH I CAN'T REALLY SEE IT GAINING *YOUR* SUPPORT!

ARE YOU TWO ALL-- OWWW!

I...I MUST HAVE LANDED WRONG.

HEY! WHAT'S THE BIG IDEA?!

WHO ARE YOU... AND WHAT ARE YOU DOING IN MY COSTUME?!

YOUR COSTUME --?!

THAT'S RIGHT-- MY COSTUME!

IN CASE YOU HAVEN'T HEARD, THIS TOWN'S ALREADY GOT A NEW SPIDER-MAN, PAL --AND IT AIN'T YOU!

KID --?!

WHAT IS IT, DARKDEVIL? YOU KNOW THIS CLOWN?

I'VE RUN INTO HIM, AND --TRUST ME-- HE HAS EVERY RIGHT TO THAT COSTUME!

IT IS HIS, AFTER ALL.

WH-WHAT DO YOU--NO! --Y-YOU CAN'T MEAN --IS HE REALLY--?!

IN THE FLESH.

WOW!

I...I AM YOUR BIGGEST FAN!

Y-YOU CAN'T IMAGINE WHAT THIS MEANS TO ME.

I'VE ALWAYS DREAMED OF MEETING YOU, BUT I... I...

OH, MAN! I FEEL LIKE SUCH A GEEK, BUT...

...COULD I HAVE YOUR AUTOGRAPH?

WHOA! SLOW DOWN, SON! YOU AND I NEED TO TALK.

AARGH HHHHH!

I LOVE MY LITTLE *TOYS*, DON'T YOU?

YOU MAY HAVE TEMPORARILY PUT THE *BUZZ* OUT OF ACTION--

--BUT YOU'LL NEVER STOP THE GREEN GOBLIN!

÷*YAWN*÷ YOU WANT TO SCARE CROOKS?

HERE'S A HINT --TONE DOWN *THE MELODRAMA AND WATCH MORE NYPD BLUE!*

MAKE YOUR STUPID JOKES, FUNNY FACE, BUT I'LL STILL--

KISS PAVEMENT WHEN I'VE TIRED OF THE DANCE?

WH-WHAT THE --?!

YOU'RE A *DISGRACE* TO YOUR COSTUME, MAN!

YOU DON'T HAVE THE *MOVES* OR *WIT* FOR THE BIG SHOW--

--AND YOUR TOTAL INEPTNESS COULD BECOME A REAL HEALTH HAZARD TO YOUR FRIENDS!

÷*SIGH*÷ WHAT A DISAPPOINT-MENT!

I WAS HOPING FOR A LITTLE ACTION, AND ENDED UP WITH THE *ALL-LOSERS SQUAD.*

OH, WELL! MAYBE MOM'S HAVING BETTER LUCK...

MY SON IS DEAD BECAUSE OF YOU!

BUZZ... GOBLIN... ANYONE ?!

THEY'RE ALL **OFF-LINE,** SPIDER-GIRL.

D-DO YOU MEAN THEY'RE --?!

NO... AT LEAST NOT **YET**...THEY'RE ALL STILL **BREATHING** ...BUT... WELLLLL...

YEAH.

GOTCHA!

I DON'T KNOW **WHO** YOU'RE CHATTING WITH, SWEETIE--BUT I DO WISH YOU'D DIRECT YOUR FULL ATTENTION TOWARD **ME.**

I'D HATE FOR YOU TO MISS YOUR OWN **DEATH.**

I DON'T THINK THAT'S GOING TO BE A PROBLEM.

LISTEN TO ME, LADY-- I ACCEPT SOME OF THE BLAME FOR WHAT HAPPENED TO **CRAZY EIGHT.**

I BELIEVE MY JOB IS TO PROTECT PEOPLE--**ALL PEOPLE** --AND HE **SHOULDN'T** HAVE DIED ON MY WATCH.

HE'D STILL BE ALIVE, IF ONLY I WERE **FASTER, SMARTER,** OR... OR **SOMETHING!**

I FAILED **HIM**...AND FAILED **MYSELF**...AND YOU CAN'T IMAGINE HOW MUCH THAT **HAUNTS** ME.

BUT THIS WON'T **BRING HIM BACK!**

NOTHING CAN!

YOU STILL HAVE ANOTHER **SON,** AND YOU SHOULDN'T BE PUTTING HIM AT **RISK.**

HE NEEDS TIME TO GRIEVE--**AND SO DO YOU!**

WH-WHAT ARE YOU **BLATHERING** ABOUT, GIRL?

I'M *NOT* A BIG FAN OF VIOLENCE! *NEVER WAS! NEVER WILL BE!*

THE *MORE* I HURT YOU, THE *MORE* YOU WILL WANT TO HURT ME--AND THE CIRCLE WILL JUST CONTINUE AND CONTINUE UNTIL ONE OF US *DIES.*

THEN IT WILL START ALL OVER AGAIN... BECAUSE SOMEONE ALWAYS DEMANDS *VENGEANCE.*

*WE HAVE TO **BREAK** THE CIRCLE!*

*WE HAVE TO **STOP** THE VIOLENCE!*

*WE HAVE TO FIND **ANOTHER** WAY!*

I...

I'M OPEN TO SUGGESTION.

MAKE ME AN OFFER I CAN'T REFUSE!

WE DID IT, GUYS!

THE COPS HAVE MR. NOBODY IN CUSTODY--

--AND THEY'VE STRIPPED OFF HIS GIZMOS SO THAT HE CAN'T PULL A DISAPPEARING ACT.

THANK YOU FOR THAT OH-SO-UNNECESSARY BIT OF EXPOSITION.

DON'T BE SUCH A STIFF, DARKDEVIL! I'M EXCITED BECAUSE THE THREE OF US MAKE A GREAT TEAM.

WHO SHALL WE GO AFTER NEXT-- CANIS OR FUNNY FACE?

ABOUT THAT...

I'M THINKING IT'S TIME TO REVIVE MY SOLO CAREER.

B-BUT I THOUGHT YOU AND I WERE REALLY STARTING TO BOND.

IMAGINE THAT!

AWWWW, GO ON!

WHO NEEDS YOU, ANYWAY?

SPIDER-MAN AND I WILL DO JUST FINE ON OUR OWN.

LISTEN...ABOUT THIS COSTUME THING--I'M WILLING TO CHANGE! I'LL DO ANYTHING TO MAKE THIS TEAM WORK.

HECK, I'D EVEN WEAR THAT OLD SCARLET SPIDER OUTFIT.

PLEASE SIMMER DOWN, GERRY...

SURE, SPIDEY...I JUST ...HEY! H-HOW DO YOU KNOW MY REAL...OH, MAN! OF COURSE! WHAT AM I THINKING?

YOU'RE SPIDER-MAN, THE WORLD'S GREATEST DETECTIVE!

THE WHAT --?!

I HAVE SO MANY QUESTIONS TO ASK YOU ABOUT YOUR CAREER.

AND I'LL GLADLY ANSWER THEM ALL... IF YOU AGREE TO HELP ME SAVE A YOUNG MAN'S LIFE.

NO PROBLEM, MAN! THAT'S EXACTLY WHY I'M HERE.

WHAT SHOULD I DO?

GERRY...

...YOU NEED TO GO INTO TEMPORARY RETIREMENT.

NOW, *THAT* WAS UNEXPECTED...

RYKERS

OUR NEGOTIATIONS ARE PROGRESSING SO MUCH ***BETTER*** THAN I DARED HOPE.

YOU HAVE BEEN MOST GENEROUS AND ACCOMMODATING, KINGPIN.

A ***PIECE*** OF A PIE IS BETTER THAN NONE.

WE STILL HAVE TO MASSAGE THE NUMBERS FOR THE GAMBLING PARLORS, AND WORK OUT A BETTER CUT FOR OUT-OF-STATE HIJACKINGS, BUT I BELIEVE WE'RE ALMOST THERE.

SHALL WE MEET SAME TIME NEXT WEEK?

AS YOU WISH, CANIS.

*DURING HIS LONG TENURE AS THE UNDISPUTED KINGPIN OF CRIME, **WILSON FISK** HAS ROUTINELY BEEN CHALLENGED BY MEN LIKE **CANIS**--*

--SMUG, SELF-ASSURED, BELIEVING THAT THEIR PERSONAL POWER MADE THEM VIRTUALLY INVULNERABLE, THEY DEFIED HIS **LEADER-SHIP**--

--AND SOUGHT TO **HUMBLE** HIM.

*HE WILL ALLOW **CANIS** A FEW PETTY TRIUMPHS.*

*THE KINGPIN CAN AFFORD TO BE **GENEROUS** AND **ACCOMMODATING.***

AFTER ALL, HE HAS DEVELOPED **PATIENCE** OVER THE YEARS--

*--BECAUSE HE KNOWS THAT HE ONLY NEEDS A **SINGLE** VICTORY TO WIN SUCH WARS!*

WHAT--?!

P-PLEASE TELL ME YOU'RE JOKING!

WH-WHAT'S THE BIG PROBLEM? I ENDED THE FIGHT, *DIDN'T I?*

BY MAKING A ***DEAL*** WITH ANGEL FACE AND FUNNY FACE?!

YOU REALIZE YOU ONLY DUMPED THEM ON SOMEONE ELSE.

I-IT'S NOT LIKE *THAT.* I JUST AGREED TO LET THEM ***GO*** IF THEY PROMISED TO STOP MAKING WITH THE *VIOLENCE* AND *LEAVE* THE CITY.

ACTUALLY, I WAS KIND OF HOPING THEY'D USE THE TIME TO GIVE THE WHOLE CRIME BIZ A RE-THINK.

IS THIS GIRL *NAIVE*... OR JUST PLAIN *STUPID?!*

YOU CAN'T NEGOTIATE WITH PSYCHOS.

YOU HAVE TO UNDERSTAND ***SPIDER-GIRL.***

SHE OFTEN TRIES TO REDEEM HER ENEMIES.

AND SHE'S HAD A PRETTY GOOD TRACK RECORD...

...UNTIL *NOW!*

OKAY, MAYBE I SHOULD HAVE CONSULTED WITH YOU GUYS BEFORE I OPENED MY MOUTH, BUT --***C'MON***--ISN'T ***EVERYONE*** ENTITLED TO A SECOND CHANCE?!

JUST LOOK AT ***US***-- NOBODY THINKS OF THE ***GREEN GOBLIN*** AS A HERO!

BOTH THE ***BUZZ*** AND ***RAPTOR*** ARE WANTED BY THE AUTHORITIES.

AND ***LADYHAWK*** ...WELLL...

...I GUESS THIS REALLY *DOESN'T* APPLY TO YOU.

YOU GOT *THAT* RIGHT--

--AND I DON'T FEEL BOUND BY THIS *NONSENSE!*

WAIT UP, HAWK! I'M WITH YOU.

WH-WHAT WERE YOU *THINKING,* LADY?

THOSE PEOPLE ARE *KILLERS.*

KILLERS!

I KNOW *FUNNY FACE* HAS BEEN *ACCUSED* OF MURDER...

OKAY, MAYBE THE STATE NEVER MADE A ***CASE*** AGAINST HIM, BUT THERE'S DEFINITELY ***BLOOD*** ON ANGEL FACE'S HANDS.

I'M GOING TO PRAY--*FOR YOUR SAKE*--THAT SHE HOLDS HERSELF AND HER SON TO YOUR DEAL...

...OR THERE'LL BE BLOOD ON *YOURS,* TOO!

OH, MAN!

OH, MAN!

EASY, HON...I-I'M SURE THINGS WILL WORK OUT.

WH-WHAT DO *YOU* THINK, RAPTOR?

PLEASE! I NEED TO HEAR THE *TRUTH.*

D-DID I SCREW UP?

B.G TIME.

I *OWE* YOU, PETER--AND I NEED YOU TO THANK *SPIDER-MAN* FOR ME.

HE SOMEHOW CONVINCED MY SON TO GO FOR TREATMENTS.

GERRY HAS A *CHANCE* NOW.

I HOPE EVERYTHING WORKS OUT, JESSICA.

IT *WILL.*

IT *MUST.*

UHHHH, MOM--?

CAB'S WAITING.

WE GOTTA GO.

GERRY, HAVE YOU MET *PETER PARKER?*

YOUR MOTHER AND I ARE OLD FRIENDS.

PARKER, HUH?

YOU'RE THE GUY WHO USED TO PHOTOGRAPH THE ORIGINAL *SPIDER-MAN* BACK IN THE DAY, AND--

OH, MAN-O-MAN!

IT'S A REAL *HONOR* TO MEET YOU, SIR.

I HOPE YOU'LL COME SEE ME WHEN YOU'RE FEELING *BETTER,* SON.

IT'S A DEAL! YOU HAVEN'T SEEN THE LAST OF *GERRY DREW.*

I'LL HOLD YOU TO THAT PROMISE.

IS THERE *SOMETHING* YOU HAVENT TOLD ME, MR. PARKER?

WHATEVER DO YOU *MEAN,* Ms. CARPENTER?

LET'S START WITH THE ORIGINAL *SPIDER-MAN...*

...I THOUGHT HE WAS SUPPOSED TO BE *DEAD.*

IMAGINE THAT!

YOUR INTENTIONS WERE GOOD, GIRL.

YOU ONLY WANTED TO BREAK THE CIRCLE OF VIOLENCE, BUT...

BUT...

OH, GOD!

WHAT HAVE YOU DONE?!

M-MAY --?

I...I'M SO GLAD I RAN INTO YOU.

Y-YOU GOT A MINUTE?

UHHHH... NO... NOT REALLY...

THIS ISN'T A GOOD TIME FOR ME, NANCY.

I DON'T BLAME YOU FOR TRYING TO AVOID ME.

I BEHAVED VERY BADLY THE LAST TIME WE TALKED.

I WAS JEALOUS AND ANGRY... BUT THAT DIDN'T GIVE ME THE RIGHT TO LASH OUT AT YOU.

I...I JUST WANT YOU TO KNOW THAT I...I'M SORRY.

HEY, NANCE...

EVERYTHING'S COOL.

WE ALL MAKE MISTAKES.

THE END ...FOR NOW!

MARVEL COMICS

44

SPIDER-GIRL

Return of the SCARLET SPIDER?!

DEFALCO
OLLIFFE
WILLIAMSON

The daughter of the original Spider-Man, ***May "Mayday" Parker*** *has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines!*
Stan Lee presents...

SPIDER-GIRL!™

CRY UNCLE!

THIS IS *RIDICULOUS*, MAY. YOU'RE PRACTICALLY AN ADULT NOW.

YOU SHOULD KNOW BETTER THAN TO WAIT UNTIL YOU'RE ALMOST DOWN TO YOUR LAST ***WEB CARTRIDGE*** BEFORE ASKING ME TO WHIP UP A NEW BATCH OF ***WEBBING***.

WHAT'S WRONG WITH YOU? WHERE'S YOUR HEAD THESE DAYS?

TALK ABOUT THE MILLION-DOLLAR QUESTION.

YOU'VE BEEN LIVING IN A DAZE, MAKING ONE BAD DECISION AFTER ANOTHER, EVER SINCE YOU...

EVER SINCE THE DEATH OF ***CRAZY EIGHT.***

YEAH, AND DADDY DEAREST DOESN'T EVEN KNOW ABOUT YOUR MOST RECENT BLUNDER.

Y-YOU ACTUALLY MADE A DEAL WITH FUNNY ***FACE*** *AND HIS PSYCHO MOM.*

HOO-BOY! *YOUR NAME IS* ***MAY "MAYDAY" PARKER,*** *AND YOU ARE THE DAUGHTER OF THE ORIGINAL* ***SPIDER-MAN.***

Tom DeFalco & Pat Olliffe — Script, Plot & Pencils • Al Williamson — Inker
John E. Workman — Letterer • Christie Scheele & Heroic Age — Colorists
Marc Sumerak & Jeff Youngquist — Assistant Editors • Tom Brevoort — Editor
Joe Quesada — Editor in chief • Bill Jemas — President

YOU NEED TO FOCUS, MAY.

BEING A SUPER HERO IS AN...AWESOME ...HMMMM!

I...I JUST REALIZED SOMETHING.

GIVE ME YOUR WEB-SHOOTERS!

YEAH.

SURE.

WHAT-EVER!

NOW, HERE'S A SCENE YOU'VE PLAYED BEFORE--THE RITUAL BANNING OF THE WEBS!

HE'S GOING TO ABSOLUTELY FORBID YOU TO EVER BECOME SPIDER-GIRL AGAIN...

AT LEAST UNTIL SOME NEW SUPER-MENACE COMES TEARING DOWN THE BLOCK!

÷YAWN÷ LIKE THIS TRICK WILL EVER WORK!

YEAH.

I DON'T KNOW WHY I DIDN'T THINK OF THIS BEFORE...

SINCE YOUR WEB-SHOOTERS ARE ROUGHLY BASED ON YOUR UNCLE BEN'S DESIGN...

...I JUST NEED TO MAKE A FEW SLIGHT ADJUST-MENTS SO THAT THEY CAN ALSO FIRE IMPACT WEBBING AND STINGERS.

STINGERS? WHAT THE HECK ARE...HEY!

A-ARE YOU TALKING ABOUT ADDING SOME NEW WEAPONS TO MY ARSENAL?

WOW!

WOW!

THAT IS SO VERY COOL, DAD.

Y-YOU REALLY ARE THE GREATEST!

YES, I AM...BUT THAT DOESN'T CHANGE THE FACT THAT YOU STILL HAVE A LOT TO LEARN.

YOU PUT YOUR LIFE--AND THE LIVES OF EVERYONE AROUND YOU--AT RISK EVERY TIME YOU DON YOUR COSTUME.

I KNOW, DAD.

I KNOW.

DO YOU? BECAUSE SOMETIMES I THINK YOU...

OKAY! OKAY! I SCREWED UP!

I SHOULD HAVE KEPT A BETTER EYE ON MY *WEBBING*, AND NEVER SHOULD HAVE... OH, NEVER MIND!

I ADMIT I MAKE *MISTAKES*, BUT I *CAN'T* BE THE ONLY ONE.

HOW MANY TIMES DID YOU MESS UP WHEN YOU WERE *WEB-SWINGING*?

NOT EVEN *ONCE!*

I WAS ABSOLUTELY *PERFECT.*

YEAH.

FIGURES!

I DON'T KNOW WHY I EVEN BOTHER TO TALK TO YOU SOMETIMES.

ABSOLUTELY *PERFECT*, HUH?

HA HA HA HA HA!

THIS IS NO LAUGHING MATTER.

SPIDER-GIRL BETRAYED US ALL WHEN SHE AGREED TO FREE *FUNNY FACE* AND *ANGEL FACE*.

THAT ISN'T *EXACTLY* HOW IT WENT DOWN, BUZZ.

AS I REMEMBER IT, FUNNY FACE WAS KICKING OUR BUTTS WHEN SPIDEY PROPOSED HER *TRUCE*.

WHATEVER, LADYHAWK! THE POINT IS...SHE HAD NO AUTHORITY TO MAKE A DEAL BEHIND OUR BACKS.

HOW CAN WE TRUST HER ANYMORE?

TRUST IS ALWAYS ELUSIVE...ESPECIALLY AMONG PEOPLE WHO WEAR MASKS.

LOOK AROUND YOU, BUZZ! **RAPTOR** AND **THE GREEN GOBLIN** ARE FORMER OUTLAWS, AND I BELIEVE YOU'RE ALSO WANTED BY THE POLICE.

YEAH, AND I'VE HEARD THE SAME ABOUT YOU, DARKDEVIL.

SO **OKAY**--WITH THE POSSIBLE EXCEPTION OF LADYHAWK--WE'RE ALL DAMAGED GOODS.

I SAY WE CUT SPIDEY A BREAK.

SHE'S ALWAYS TREATED ME RIGHT.

ME, TOO... BUT THAT ISN'T THE POINT.

AS MUCH AS I LOVE THE LADY...

...I'M JUST NOT SURE SHE'S A *TEAM* PLAYER.

YOU'RE REALLY ON A ROLL, GIRL...

MIDTOWN HIGH SCHOOL

ALTHOUGH YELLING PROBABLY ISN'T THE BEST WAY TO BOND WITH YOUR DAD.

MAYBE YOU SHOULD JUST COME CLEAN, Y'KNOW, TELL HIM HOW YOU STILL FEEL GUILTY ABOUT WHAT HAPPENED TO CRAZY EIGHT, AND--

MAY! MAY! I HAVE BIG NEWS...ABOUT JIMMY AND BRAD.

JIMMY AND-- OHMIGOSH! WITH EVERYTHING ELSE GOING ON, I COMPLETELY FORGOT ABOUT THAT LITTLE DRAMA.

JIMMY WAS SECRETLY DOGGING BRAD'S GIRLFRIEND BEHIND HIS BACK.

YEAH, AND BELIEVE IT OR NOT, THE WHOLE THING WAS RESOLVED WITHOUT VIOLENCE.

MOOSE STEPPED IN AND STOPPED BRAD FROM POUNDING ON JIMMY.

MOOSE DEFENDED JIMMY--?

HE CLAIMS THAT HE WAS JUST TRYING TO KEEP BRAD FROM DOING SOMETHING HE'D REGRET.

DOESN'T SOUND LIKE THE MOOSE I KNOW.

I LIKE TO THINK I'VE BEEN HAVING A VERY POSITIVE EFFECT ON HIM.

HEY! DID YOU GUYS HEAR THE LATEST?

ANOTHER LOCKER WAS ROBBED.

ANOTHER LOCKER...

THAT'S THE FOURTH-- NO, THE FIFTH--IN THE LAST TWO WEEKS!

I DID IT!

I FINALLY DID IT.

ALL WINNERS

I KNEW MY MAGNETIC HARNESS WOULD EVENTUALLY WORK.

IT WAS JUST A MATTER OF TIME.

I'VE HAD FAITH IN THIS BABY EVER SINCE I FIRST DESIGNED IT WAY BACK IN JUNIOR HIGH!

ALL MY BLOOD, SWEAT, AND TEARS HAVE FINALLY PAID OFF!

EVERYONE WHO EVER LAUGHED AT ME IS ABOUT TO GET A BIG SURPRISE.

I'M THROUGH FIXING OTHER PEOPLE'S HEADACHES.

LOOK OUT, WORLD!

HERE COMES THE NEW-AND-IMPROVED CHARLIE PHILIPS!

I'M KIND OF LIKE AN UPDATED VERSION OF MAGNETO--

--ONLY WITHOUT THE BAD ATTITUDE AND WONKY HELMET!

OOOO! THAT REMINDS ME--I'D BETTER HUSTLE DOWN TO COSMO'S AND SEE IF MY COSTUME IS READY.

I'M FINALLY GOING TO ACHIEVE MY CHILDHOOD DREAM--

--AND BECOME THE SUPER HERO I WAS ALWAYS DESTINED TO BE!

THE WHOLE THING'S KIND OF *SCARY*--

--I MEAN, KNOWING THAT THERE'S A *THIEF* AMONG US!

I HOPE YOU DON'T KEEP ANYTHING *VALUABLE* IN YOUR LOCKER.

JUST MY BOOKS, BACKPACK, AND A SPARE SWEATER OR TWO.

I HEAR YOU AND *NANCY LU* HAVE FINALLY MADE PEACE.

SOOOOO ...*WHO* ENDS UP WITH *JJ*?!?

DAVIDA! JJ IS FREE TO DATE *ANYONE* HE LIKES.

JUST SO LONG AS THAT "ANYONE" IS--*SAY!* ISN'T THAT YOUR DAD?

OH, GOD!

OH, GOD!

WH-WHAT'S *WRONG*?

WHY ARE YOU HERE?

DID SOMETHING HAPPEN TO MOM?

IS IT THE BABY?

WHOA! WHOA! SLOW DOWN, HON!

EVERYTHING'S FINE.

I JUST STOPPED BY TO TAKE YOU OUT TO LUNCH.

WE NEED TO TALK.

T-TALK--?!

YOUR MOTHER AND I HAD A LITTLE CHAT AFTER YOU LEFT THIS MORNING.

IF THIS IS ABOUT THE *WEBBING*, I'LL ADMIT THAT I--

IT'S ABOUT *ME*. I...

I WASN'T EXACTLY *HONEST* EARLIER.

WH-WHAT DO YOU MEAN?

ABOUT ME BEING *PERFECT* AND ALL.

OH!

YOU DESERVE THE *TRUTH*, SWEETHEART. I MESSED UP *PLENTY* WHEN I WAS FIRST STARTING OUT AS SPIDER-MAN.

AS YOU ALREADY KNOW, MY PARENTS DIED WHEN I WAS PRETTY YOUNG...

MY ***AUNT MAY*** AND ***UNCLE BEN*** TOOK ME IN...AND THEY...THEY TREATED ME LIKE I WAS THEIR OWN SON.

THE THREE OF US WERE PRETTY HAPPY TOGETHER.

AND I... I PRACTICALLY *WORSHIPED* MY UNCLE BEN.

"I WAS AROUND YOUR AGE WHEN A FREAK ACCIDENT --THE BITE OF A RADIO-ACTIVE ***SPIDER***--CHANGED MY LIFE FOREVER.

"WHEN MY SPIDER-LIKE POWERS FIRST EMERGED, I FIGURED I COULD USE THEM TO MAKE ***MONEY***.

"I DESIGNED A ***COSTUME***, PUT AN ***ACT*** TOGETHER, AND WENT INTO ***SHOW BUSINESS***.

"AT THE TIME, I WAS CONVINCED THAT I WAS DESTINED FOR FAME AND FORTUNE...

"...AND BECAME PRETTY FULL OF MYSELF.

"MAYBE THAT'S WHY I IGNORED AN OLD SECURITY GUARD WHEN HE ASKED ME TO STOP AN ESCAPING THIEF.

"IT WOULD HAVE BEEN SO EASY FOR SOMEONE WITH MY ABILITIES TO GRAB THE MAN.

"BUT I WAS A BUDDING SUPERSTAR, AND IT WASN'T MY JOB TO CAPTURE CROOKS.

"THAT DECISION RETURNED TO ***HAUNT*** ME A FEW WEEKS LATER WHEN I LEARNED THAT MY ***UNCLE BEN*** HAD BEEN KILLED BY A BURGLAR!

"I EVENTUALLY MANAGED TO FIND THE KILLER, AND WAS SHOCKED TO DISCOVER THAT--

"--HE WAS THE SAME THIEF THAT ***I*** HAD ALLOWED TO ESCAPE!"

MY UNCLE BEN DIED BECAUSE I DIDN'T ACT WHEN I HAD THE CHANCE.

TH-THAT MEANS IF ANGEL FACE OR FUNNY FACE--

OH, GOD!

OH, GOD!

I... I GUESS THAT'S WHEN I FIRST LEARNED THAT EVERYONE HAS A *DUTY* TO USE HIS OR HER INDIVIDUAL ABILITIES IN A RESPONSIBLE MANNER.

YOU KNOW, I'VE HEARD YOU TALK ABOUT *POWER* AND *RESPONSIBILITY* EVER SINCE I WAS A KID, BUT I JUST THOUGHT YOU WERE REFERRING TO PEOPLE LIKE COPS AND POLITICIANS AND *WHATEVER*.

ANYONE CAN MAKE A DIFFERENCE, HON.

PEOPLE LIKE US... *WELLLLL*... WE HAVE AN EVEN *GREATER* RESPONSIBILITY.

I GUESS THAT'S WHY I'VE BEEN SO HARD ON YOU.

I DON'T WANT YOU TO MAKE THE SAME MISTAKES I DID.

I...

I *GOTCHA*, DAD.

ACTUALLY, THERE IS...

LISTEN, IF THERE'S EVER *ANYTHING* YOU WANT TO KNOW...

I... I'VE ALWAYS BEEN CURIOUS ABOUT MY UNCLE BEN.

MIDTOWN HIGH SCHOOL

FORGET IT, MAN!

I'M *DONE* WITH YOU, MOOSE!

I EXPECTED YOU TO BACK ME UP AGAINST *JIMMY YAMA*, BUT YOU *WIMPED OUT.*

C'MON, BRAD-- YOU DIDN'T REALLY WANT TO FIGHT THAT WUSS.

LIKE *I* CARE WHAT *YOU* THINK!

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Y-YOU OKAY, MOOSE?

YEAH... I GUESS.

I JUST GOTTA TOUGH THIS OUT.

BRAD WILL EVENTUALLY COME AROUND.

I JUST DID WHAT *SPIDER-GIRL* WOULD HAVE DONE.

I...I DIDN'T REALIZE THAT YOU WERE THINKING... OF *HER.*

YEAH, I OFTEN TRY TO IMAGINE HOW SHE'D HANDLE ANY GIVEN SITUATION.

TAKE THESE *LOCKER THEFTS*. YOU WANT TO HELP ME TRY TO FIGURE OUT *WHO'S* BEHIND 'EM?

YOU *SERIOUS?*

YOU'RE MY GIRL... AIN'T YA?!

I...I GUESS I *AM.*

YOU'VE GOT TO BE KIDDING!

COSMO'S COSTUME WORLD

I WANT MY COSTUME-- AND I MEAN NOW!

IT'S YOURS .. JUST AS SOON AS YOU COME UP WITH THE $138.27 YOU STILL OWE ON YOUR BALANCE.

W-WILL YOU TAKE A CHECK?

I TOLD YOU BEFORE--I ONLY ACCEPT CASH OR A CREDIT CARD THAT WORKS.

LOOK, I'M A LITTLE BEHIND IN MY BILLS, BUT THAT SHOULDN'T MATTER.

I JUST WANT TO FIGHT CRIME AND PROTECT HONEST CITIZENS LIKE YOU... BUT I CAN'T DO THAT WITHOUT A COSTUME.

THAT'S NOT MY PROBLEM.

BE REASONABLE, MAN!

PEOPLE NEED ME.

I HAVE THE POWER TO SAVE A LOT OF INNOCENT LIVES.

AND I CAN'T-- I WON'T --LET A LOUSY $138.27 STAND IN MY WAY!

HIS NAME WAS *BEN REILLY*... AND I...I CAN'T REALLY EXPLAIN HOW WE WERE RELATED.

AUNT MAY'S MAIDEN NAME WAS *REILLY*, AND HE MIGHT HAVE BEEN SOME KIND OF *NEPHEW*.

SO YOU GUYS WERE SORT OF LIKE *COUSINS*.

SORT OF...

...BUT WE WERE ACTUALLY *CLOSER* THAN MOST BROTHERS.

DID YOU KNOW EACH OTHER GROWING UP?

NO...NOT REALLY ...THOUGH OUR BACKGROUNDS WERE ALMOST IDENTICAL.

I WAS ALREADY IN COLLEGE WHEN I FIRST MET BEN, AND WE WEREN'T ALL THAT CHUMMY IN THE BEGINNING.

BEN WAS ALWAYS A BIT OF A LONER. INSTEAD OF FINISHING HIS EDUCATION LIKE I DID, HE DECIDED TO LEAVE *NEW YORK* AND SEE THE COUNTRY.

DEPENDING ON HIS MOOD, HE WOULD LATER REFER TO THIS TRIP AS A *JOURNEY OF DISCOVERY* ...OR HIS *LOST YEARS*.

"TO TELL YOU THE TRUTH, I NEVER EXPECTED TO SEE HIM AGAIN. I WAS THROWN FOR A REAL LOOP WHEN HE SUDDENLY POPPED BACK INTO MY LIFE.

"HE HEARD THAT AUNT MAY WAS DYING, AND CAME TO SEE HER ONE LAST TIME.

"THINGS WERE PRETTY TENSE BETWEEN US AT FIRST, BUT WE EVENTUALLY FOUND A COMMON GROUND.

THE MORE TIME WE SPENT TOGETHER, THE STRONGER THE BOND GREW BETWEEN US.

"I WAS SURPRISED TO DISCOVER HOW SIMILAR WE REALLY WERE.

*"LIKE ME, BEN ALSO HAD A GREAT SENSE OF **RESPONSIBILITY** AND WAS SECRETLY USING HIS **SPIDER-POWERS** TO HELP PEOPLE AS HE TRAVELED ACROSS THE LAND.*

"REMEMBER THAT COSTUMED LUNATIC CALLED KAINE?

"BEN FIRST ENCOUNTERED HIM YEARS BEFORE I EVEN KNEW HE EXISTED."

WHOA!

BACK UP!

YOU JUST GLOSSED OFF A VITAL PIECE OF INTEL.

EXACTLY *HOW* DID UNCLE BEN END UP WITH *HIS* SPIDER-POWERS?

THE ANSWER'S KIND OF COMPLICATED.

IT INVOLVES A MAD SCIENTIST AND SOME CRAZY EXPERIMENTS THAT I STILL DON'T QUITE UNDERSTAND.

I CAN'T EVEN BEGIN TO EXPLAIN IT ALL TO YOU, HON. LET'S JUST SAY THAT BEN AND I ENDED UP WITH THE EXACT SAME ABILITIES.

WHEN YOUR MOTHER FIRST LEARNED THAT SHE WAS PREGNANT WITH YOU, I BEGAN TO REASSESS MY PRIORITIES AND RESPONSIBILITIES.

THE THREE OF US TALKED THINGS OVER--

"--AND I DECIDED TO HANG UP MY WEBS--

"--AND BEN BRIEFLY REPLACED ME AS SPIDER-MAN.

"THOSE WERE WILD AND CONFUSING DAYS.

"YOUR UNCLE TRULY SEEMED TO LOVE WEB-SLINGING, AND I SOMETIMES THINK THAT HE WAS A LOT MORE AT HOME WITH IT THAN I EVER WAS."

Y-YOU ACTUALLY *QUIT--?!*

IT WAS NEITHER THE *FIRST* TIME... NOR THE *LAST.*

IF YOU DIDN'T REALLY ENJOY IT, WHY DID YOU ...*OH!*

I-IT WAS THE *RESPONSIBILITY* THING, RIGHT?

I'M AFRAID I DON'T HAVE A SIMPLE ANSWER FOR YOU.

YOU'RE STILL AN ESCAPED PRISONER AS FAR AS THE DISTRICT ATTORNEY'S OFFICE IS CONCERNED, *MS. DRAGO.*

BUT THEY'VE AGREED TO DISCUSS YOUR CASE WITH ME AS A FAVOR TO MR. OSBORN'S STEPFATHER...

WHY DON'T YOU JUST CALL ME *NORMIE,* MR. TYNE? EVERYBODY ELSE DOES.

WHAT SHOULD I CALL *YOU?*

MY FIRST NAME'S *REILLY,* BUT MOST PEOPLE USUALLY STICK WITH *TYNE.*

ANYWAY, Ms. DRAGO... THEIR OFFICIAL POSITION IS THAT THEY EXPECT YOU TO *SURRENDER*... AND TO STAND TRIAL FOR THE CRIMES YOU COMMITTED AS *RAPTOR.*

I'M FAIRLY CERTAIN THAT WE CAN MAKE A DEAL WITH THEM, BUT I'M AFRAID THEY'RE GOING TO INSIST ON JAIL TIME.

J-JAIL TIME --?!

...

I-ISN'T THERE ANY WAY YOU CAN CONVINCE THEM TO SETTLE FOR SOME KIND OF *COMMUNITY SERVICE* THING?

I'M GOING TO TRY MY BEST, Ms. DRAGO--

--AND I CAN BE VERY *TENACIOUS!*

IT'S FUNNY, BUT YOU ACTUALLY REMIND ME QUITE A BIT OF BEN.

YOU APPROACH WEB-SWINGING THE SAME WAY HE DID-- WITH AN *OPTIMISM* AND *ENTHUSIASM* THAT JUST WON'T QUIT!

WHAT *HAPPENED* TO HIM, DAD?

I MEAN, HOW DID HE ...Y'KNOW...

...DIE?

I GUESS YOU COULD SAY THAT HE DIED A *HERO*...

...THAT HE SACRIFICED HIMSELF TO SAVE ME FROM THE *ORIGINAL GREEN GOBLIN.*

"BUT THE WHOLE THING SEEMS SO POINTLESS NOW.

"HE'D STILL BE ALIVE IF I HAD ONLY BEEN SMARTER...OR REACTED A SECOND OR TWO FASTER... OR...OR..."

THE ORIGINAL-- YOU MEAN *NORMIE'S GRANDFATHER* ?!

HE'S THE ONE WHO ONCE KIDNAPPED *ME*, AND ALSO COST YOU THE USE OF YOUR *LEG!*

THE WAY THE GREEN GOBLIN KEPT RETURNING TO TORMENT YOUR DAD IS A LOT LIKE... NO! YOU MUSTN'T DOUBT YOURSELF!

YOU MADE A DEAL WITH ANGEL FACE.

SHE PROMISED THAT THEY'D NEVER RETURN.

NEVER!

DAD, I... I NEVER REALIZED HOW MUCH I DIDN'T KNOW... AND STILL DON'T.

I PROMISE THAT YOU'LL LEARN EVERY-THING... IN TIME.

YEAH, WELL, I'VE GOT TO BE GETTING BACK TO SCHOOL.

I HOPE YOU REALIZE HOW MUCH I LOVE YOU, SWEETHEART.

I SURE DO, DAD... AND I LOVE YOU, TOO!

IS THERE ANYTHING *ELSE* YOU NEED TO TELL ME BEFORE YOU GO?

UHHHH... **NO**... NOT REALLY.

I'LL SEE YOU LATER, OKAY?

BUT THAT SIMPLY ISN'T POSSIBLE.

IS IT--?!

THE WAY HE'S LOOKING AT YOU, IT'S ALMOST LIKE HE SOMEHOW KNOWS ABOUT YOUR DEAL WITH THE FACES.

MAYBE YOU SHOULD JUST BE HONEST WITH YOUR DAD.

IN THE COLD, CRUEL LIGHT OF DAY, MAKING A DEAL WITH THE FACES MIGHT NOT HAVE BEEN YOUR BRIGHTEST MOVE.

IT WAS PRETTY IRRESPONSIBLE, IN FACT.

BUT HOW COULD HE KNOW?

DO YOU THINK THE NEW GREEN GOBLIN RATTED YOU OUT?

NO!

NO WAY YOUR UNCLE PHIL WOULD EVER--

VVEEEE

UH-OH!

DECISION TIME, LADY!

YOU HAVE AN ENGLISH CLASS IN FIFTEEN MINUTES.

YEAH...

...BUT YOU ALSO HAVE AN EVEN GREATER RESPONSIBILITY.

RELEASE THE HOSTAGE--!

COSMO'S COSTUME WORLD

POLICE

HOSTAGE? I DON'T HAVE A HOSTAGE.

I...I THINK THEY MEAN *ME*, MR. PHILIPS.

SHUT UP, COSMO! I NEED TO THINK.

TH-THIS CAN'T BE HAPPENING.

I'M SUPPOSED TO BE THE *HERO*.

THE GOOD GUY.

REALLY?

THAT COULD PRESENT A PROBLEM.

WE CAN'T HAVE OUR REQUISITE *FIGHT SCENE* WITHOUT A DESIGNATED BAD GUY.

OH, NO!

NO!

THINGS JUST KEEP GETTING WORSE.

KEEP BACK!

I DON'T WANT TO BATTLE *ANOTHER* HERO.

THIS *ISN'T* WHAT I PLANNED.

I NEVER INTENDED TO THREATEN *COSMO* OR CAUSE SO MUCH *DAMAGE*.

I...I JUST WANTED TO PICK UP MY *COSTUME*... AND FIGHT *CRIME*.

SOUNDS LIKE YOU'VE HAD A REAL *DAY*, MY FRIEND.

I KNOW HOW YOU FEEL.

I'VE HAD A *STRING* OF THEM.

Y-YOU'RE JUST TRYING TO *CONFUSE* ME.

EVERYBODY ALREADY KNOWS YOU'RE A *HERO*.

YOUR LIFE IS JUST *PERFECT*.

IF *ONLY* --!

HEY, MISTER-- YOU WANT TO GET YOUR LIFE BACK ON TRACK?

ADMIT YOU *SCREWED UP*--

--AND TAKE THE *CONSEQUENCES* FOR YOUR ACTIONS!

PEOPLE LIKE US HAVE GREAT *POWER*--

--AND THAT MEANS WE NEED TO EXERCISE AN EVEN GREATER *SENSE OF RESPONSIBILITY!*

YEAH.

YEAH.

B-BUT I DON'T KNOW IF I'LL EVER BE ABLE TO *PAY* FOR ALL THIS DAMAGE.

S'OKAY, THE DAY WASN'T A TOTAL LOSS...

MIDTOWN HIGH SCHOOL

YOU MANAGED TO DO YOUR HERO THING WITHOUT THROWING A SINGLE PUNCH.

(THOUGH YOU KIND OF DOUBT CHARLIE-BOY WILL EVER BE DRAFTED BY THE AVENGERS.)

LIFE WOULD BE JUST PEACHY--

--IF NOT FOR ANGEL FACE AND FUNNY FACE.

TIME TO TAKE YOUR OWN ADVICE, GIRL.

YOU NEED TO COME CLEAN WITH DADDY DEAREST--

--BEFORE THE SITUATION SPINS WILDLY OUT OF YOUR CONTROL!

THIS IS *UNEXPECTED* --!

I'M HOPING IT'S A SOCIAL CALL, PETE.

AFRAID NOT, JOHNNY.

I NEED SOME HELP FROM THE *FANTASTIC FIVE.*

IS YOUR DAUGHTER IN TROUBLE AGAIN?

SOMETHING IS OBVIOUSLY BOTHERING HER.

I'M AFRAID THAT THE RESPONSIBILITY OF BEING *SPIDER-GIRL* IS FINALLY STARTING TO OVERWHELM HER.

SHE'S ONLY A TEENAGER, PETE...

I KNOW, AND THAT'S WHY I'M HERE.

SHE CAN'T DO IT *ALONE* ANYMORE.

SHE NEEDS SOMEONE SHE CAN DEPEND ON--A *PARTNER* SHE CAN TRUST.

IT'S TIME FOR THE ORIGINAL **SPIDER-MAN** *TO STRAP ON HIS* **WEBS** *AGAIN!*

TALK ABOUT AN *OVERREACTION* --!

MISTER SLATTERY HAD NO RIGHT TO ASSIGN YOU AN EXTRA NOVEL JUST BECAUSE YOU WERE A FEW MINUTES LATE.

IT'S NO BIGGIE, DAVIDA.

BESIDES, I'VE BEEN LOOKING FOR AN EXCUSE TO READ *THE HOBBIT.*

I'LL BET.

SO WHAT'S THE DEALIO WITH YOUR DAD?

WHY THE SURPRISE VISIT?

I GUESS HE JUST WANTED TO SPEND A LITTLE QUALITY TIME WITH--

OH!

SOME-THING WRONG, MAY?

M-MY LOCKER-- I'VE BEEN *ROBBED!*

OH, NO!

NO--!

The END ...for NOW!

MARVEL COMICS

SPIDER-GIRL

45

DEFALCO
OLLIFFE
WILLIAMSON

IT'S JUST AN AVERAGE MORNING AT MIDTOWN HIGH.

MIDTOWN HIGH SCHOOL

YOUR FELLOW STUDENTS STROLL THE HALL, KILLING TIME AND GREETING FRIENDS WHILE WAITING FOR FIRST BELL.

YOU DON'T MEAN TO BE NOSY, BUT YOU MANAGE TO CATCH A GAG FROM THE MORNING ZOO...A COMPARISON OF MATH ANSWERS...

...AND A DIATRIBE ABOUT A CERTAIN TEACHER'S PROCLIVITY FOR UGLY TIES.

NO ONE SEEMS TO HAVE NOTICED YOU, OR EVEN GLANCED YOUR WAY--

--YET YOU FEEL LIKE YOU'RE THE CENTER OF EVERYONE'S ATTENTION.

TAKE A DEEP BREATH AND TRY TO RELAX.

IT'S ONLY YOUR IMAGINATION, GIRL...

YOU'VE BEEN UNDER A LOT OF PRESSURE LATELY.

YOU STILL FEEL PARTIALLY RESPONSIBLE FOR THE DEATH OF CRAZY EIGHT--

--AND WONDER IF YOU MADE A MISTAKE--

--WHEN YOU ALLOWED HIS MOTHER AND BROTHER ...ANGEL FACE AND FUNNY FACE...TO ESCAPE CAPTURE.

YOUR FATHER SEEMS TO HAVE LOST CONFIDENCE IN YOUR ABILITY TO CARRY ON THE FAMILY BIZ--

--AND YOUR MOM IS CURRENTLY PREGNANT AND CONFINED TO A WHEELCHAIR.

ALGEBRA

CHEMISTRY

BUT, OF COURSE, ALL THAT PALES BEFORE YOUR BIGGEST PROBLEM BECAUSE--

The daughter of the original Spider-Man, ***May "Mayday" Parker*** *has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines!*
Stan Lee presents...

SPIDER-GIRL!™

SECRET LIVES!

--SOMEONE RECENTLY BROKE INTO YOUR LOCKER AND STOLE THE BACKPACK CONTAINING YOUR SPIDER-GIRL COSTUME!

I KNOW YOUR SECRET!

YOUR NAME IS MAY "MAYDAY" PARKER.

YOU ARE THE DAUGHTER OF THE ORIGINAL SPIDER-MAN, AND--GIRL, YOU ARE IN MAJOR CA-CA!

ALGEBRA

CHEMISTRY

Tom DeFalco & Pat Olliffe
Script, Plot & Pencils
Al Williamson • Inker

John Workman • Letterer
Christie Scheele & Heroic Age • Colorists

Marc Sumerak • Assistant Editor
Tom Brevoort • Editor

Joe Quesada • Editor in chief
Bill Jemas • President

YOU OKAY, PARKER?

OH, GREAT! RALPHIE HICKS, THE CLASS CLOWN--

--AND HIS PARTNER-IN-STUPIDITY, TURTLE RAGONE.

WHAT MAKES YOU THINK SOMETHING'S WRONG, RALPHIE?

I...I DON'T KNOW ...YOU JUST LOOK SORT OF SPOOKED ...LIKE YOU SAW A GHOST OR SOMETHING.

BELIEVE IT OR NOT, TURTLE AND I LIKE YOU.

YEAH, AND WE'D BE GLAD TO, Y'KNOW, HELP OUT IF YOU'RE EVER IN TROUBLE OR ANYTHING.

TH-THAT'S GOOD TO KNOW.

THANKS, GUYS!

NOW WHAT WAS THAT ABOUT?

WHY ARE THEY SUDDENLY TRYING TO MAKE NICE --OH, NO!

YOU THINK *HOMER* AND *HOPELESS* HIT YOUR LOCKER?

COULD BE.

SOME PEOPLE THINK CRIMINALS ALWAYS *RETURN* TO THE SCENE OF A CRIME.

F-FELICITY --?

I...I DIDN'T SENSE YOU BEHIND ME.

I CAN BE AS QUIET AS A CAT WHEN I WANT.

CAT? CAT? HER MOM IS FELICIA HARDY, THE FORMER BLACK CAT--COULD SHE BE THE THIEF?

HOW'D YOU KNOW I WAS ROBBED?

WORD GETS AROUND.

LOOK, I CAN'T TALK NOW. I WANT TO KEEP AN EYE ON THE BOZO BOYS.

I'LL CATCH YOU LATER, OKAY?

SURE.

LOOKING FORWARD TO IT.

THE BLACK CAT USED TO WORK WITH YOUR DAD.

MAYBE FELICITY ALREADY KNEW YOUR SECRET IDENTITY AND DELIBERATELY SNATCHED YOUR COSTUME.

BUT WHY? WHAT COULD SHE POSSIBLY HOPE TO GAIN? AND THEN, THERE ARE ALL THE OTHER ROBBERIES...

HOW'S IT GOING, MAY?

OKAY, I GUESS...

MOOSE AND I NOTICED YOU TALKING TO HARDY.

YEAH, SHE'S A LITTLE... ODD.

BETWEEN YOU AND ME, I'M PRETTY SURE SHE'S THE ONE WHO'S BEEN BUSTING INTO PEOPLE'S LOCKERS.

I'M TELLING YOU, COURTNEY --YOU'RE WAY OFF BASE!

IT AIN'T HER.

WHO DO YOU SUSPECT, MOOSE?

I'M GOING WITH THE OBVIOUS CHOICES-- HICKS AND RAGONE!

I DON'T KNOW WHO'S BEHIND THESE THEFTS...

BUT I INTEND TO FIND OUT.

YOU BEGIN YOUR INVESTIGATION WITH LISA CUSSLER DURING GYM CLASS.

SO WHAT WAS STOLEN OUT OF YOUR LOCKER?

HE GOT MAYBE A DOZEN OF MY FAVORITE CDs, AND ...UHHHH...SOME PERSONAL STUFF.

YOU THINK THE THIEF'S A "HE"?

NOW THAT YOU MENTION IT...

...A GIRL DOES MAKE MORE SENSE...

WHY DO YOU SAY THAT?

I-IT'S JUST A HUNCH.

HEY, JENNA-- I HEAR THAT YOU WERE ALSO ROBBED.

YEAH, AND HE GOT ME REAL GOOD--MY CELL PHONE, SOME CDs, AND A COUPLE OF BLOCKBUSTER VIDEO GAMES THAT I WAS SUPPOSED TO RETURN FOR MY BROTHER.

ANYTHING ELSE?

UHHHHH... NO... NOT REALLY.

ODD! ALL NINE VICTIMS WERE WOMEN.

MOST OF THEM WENT INTO GREAT DETAIL ABOUT WHAT WAS STOLEN.

BUT A FEW--LIKE LISA AND JENNA --SEEMED RELUCTANT TO TALK.

WHY?

WHAT ARE THEY HIDING?

I... I'M WORRIED ABOUT MY DAUGHTER.

FELICITY? I DON'T KNOW HER ALL THAT WELL, FELICIA... BUT SHE SEEMS LIKE A GREAT KID.

SHE *IS*, MARY JANE... THAT'S NOT THE PROBLEM.

YOU MIND IF I TAKE ANOTHER *MILANO*?

SHE'S NEVER FORGIVEN ME FOR DIVORCING HER FATHER, AND I...

I'M SURE SHE *DISAPPROVES* OF MY CURRENT LIFESTYLE.

PLEASE! I'M COUNTING ON YOU TO HELP ME FINISH THEM.

SO YOU WERE SAYING--?

YOU'RE ENTITLED TO LIVE YOUR OWN LIFE, FELICIA.

NO MATTER HOW YOUR DAUGHTER FEELS ABOUT IT.

I...I KNOW.

I JUST WANT HER TO OPEN UP TO ME. I WISH WE COULD REALLY COMMUNICATE... LIKE YOU AND MAY.

WHAT MAKES YOU THINK THAT WE HAVE IT SO GOOD?

I'VE SEEN THE TWO OF YOU TOGETHER. SHE'S A VERY MATURE AND RESPONSIBLE YOUNG LADY.

DON'T BE FOOLED BY APPEARANCES, FELICIA!

I LOVE MY DAUGHTER, BUT --TRUST ME-- SHE'S NO *ANGEL!*

YOU LOST YOUR *SPIDER-COSTUME* --?

OH, MAN! IT'S REALLY GOING TO SUCK TO BE *YOU* WHEN YOUR DAD FINDS OUT.

TELL ME ABOUT IT!

HE'S ALREADY HALF-CONVINCED THAT I SHOULD HAVE MY WEBS CLIPPED.

ONLY HALF --?!

NORMIE OSBORN, I'M BEGINNING TO THINK I LIKED YOU BETTER AS A SUPER-VILLAIN--

--BECAUSE THEN I COULD **CLOBBER** YOU WHENEVER YOU CHEESED ME OFF!

SPEAKING OF PEOPLE WHO NEED TO BE CLOBBERED, DO YOU HAVE ANY IDEA IF *ANGEL FACE* AND *FUNNY FACE* ARE STILL ON THE STRAIGHT AND NARROW?

THANKS FOR BRINGING *THAT* UP-- *LIKE I DON'T HAVE ENOUGH ON MY MIND!*

THEY SEEM TO HAVE LEFT TOWN, AND I HAVE NO IDEA *WHAT* THEY'RE DOING.

WELL, YOU COULD KEEP *OVER-REACTING* --

--OR YOU COULD ALWAYS CALL THE *AVENGERS*.

I'M SURE THEY'RE PLUGGED INTO SOME KIND OF NATIONAL CRIME THINGEE.

OKAY. *FINE.* I'LL DO JUST THAT *AFTER* WE'VE SOLVED MY OTHER PROBLEMS.

WHAT AM I SUPPOSED TO DO ABOUT MY *SECRET IDENTITY* AND *COSTUME?*

WE CAN'T DO *ANYTHING* TO PROTECT YOUR IDENTITY UNTIL YOU'VE EXPOSED THE THIEF.

AS FOR THE COSTUME, HOWEVER...

THE CAT IS ON THE PROWL. I REPEAT--THE CAT IS ON THE PROWL!

SAY WHAT?!

KEEP YOUR VOICE *DOWN*, MOOSE. I DON'T WANT HARDY TO NOTICE US.

REALLY?! SO THAT'S WHY WE DIVE FOR COVER EVERY TIME SHE TURNS AROUND?

SSSSH! SHE'S BEEN STARING AT THAT WINDOW FOR AN AWFUL LONG TIME.

DO YOU THINK SHE SUSPECTS SHE'S BEING FOLLOWED?

NO, I'M GUESSING SHE JUST LIKES THE CLOTHES.

WHY WON'T YOU TAKE ME SERIOUSLY?

I DUNNO, MAYBE IT'S BECAUSE YOU'RE ACTING LIKE A FEMALE *AUSTIN POWERS.*

I'M PRETTY CONVINCED THAT FELICITY IS OUR THIEF, AND-- *OHMIGOSH!*

SH-SHE DISAPPEARED --!

D-DO YOU THINK SHE SCOOTED INTO A NEARBY ALLEY OR JUMPED IN A PASSING CAB?

I...I'M NOT SURE...

BUT THERE'S ALWAYS A CHANCE SHE JUST DUCKED INSIDE THE STORE.

THE SPIDER SHOPPE--?!

THE SPIDER SHOP

NORMIE KNEW ABOUT THIS PLACE, AND NEVER FELT THE NEED TO MENTION IT?!

YOU DON'T KNOW WHETHER TO FEEL FLATTERED--

--OUTRAGED--

--OR TOTALLY EXPLOITED.

Sale

ALTHOUGH SOME OF THESE TOPS ARE KIND OF --HEY! THERE'RE JENNA AND LISA!

WHAT ARE THEY--

CAN I HELP YOU, MISS?

WE JUST GOT IN A NEW SHIPMENT OF TOPS, AND MANY OF OUR FULL COSTUMES ARE ON SALE THIS WEEK.

TH-THANKS, ANYWAY.

BUT MY TASTE RUNS MORE TOWARD THE X-PEOPLE AND THE FANTASTIC FIVE.

YOU'VE GOT TO GET OUT OF HERE BEFORE YOU RUN INTO ANYONE ELSE YOU --

OH!

H-HI, HEATHER.

HELLO, PARKER.

DON'T TELL ME YOU SHOP HERE.

UHHH... NO.

DO YOU?

NOT FOR MYSELF..

BUT I...

I HAVE A YOUNG COUSIN WHO'S A FAN.

SEE YOU IN SCHOOL.

YEAH.

HOO BOY! YOU HAVEN'T FELT THIS HUMILIATED SINCE YOUR DAD CAUGHT YOU LIP-SYNCHING THE BEST OF BRITNEY IN YOUR BACK-STREET UNDEROOS.

THIS ISN'T LIKE SHOPPING FOR A NEW *COSTUME*, MISTER PARKER.

WE NEED PRECISE MEASUREMENTS IN ORDER TO MAKE ABSOLUTELY CERTAIN THAT YOUR NEW BIONIC LEG IS FULLY *INTEGRATED* INTO YOUR MUSCULATURE.

SOUNDS GOOD TO ME, BIG BRAIN.

THERE'S NOTHING MORE *PITIABLE* THAN A LOPSIDED WEB-SWINGER.

UNLESS YOU COUNT ONE WHO ISN'T NEARLY AS *FUNNY* AS HE THINKS.

ASIDE FROM THE OBVIOUS HEIGHT AND WIDTH REQUIREMENTS, YOUR ARTIFICIAL LIMB MUST ALSO POSSESS THE SAME *STRENGTH* AND *FLEXIBILITY* AS YOUR REAL ONE.

AND THEN THERE'S THE ADDITIONAL CHALLENGE OF DESIGNING IT TO INCLUDE THAT WONDERFUL *CLINGING ABILITY* OF YOURS.

I COULDN'T CALL MYSELF *SPIDER-MAN* WITHOUT IT.

YOU SURE YOU WANT TO GET BACK INTO COSTUME...

... AT YOUR AGE, PETE?

WHY DON'T YOU JUST LEAVE THE WEB-SWINGING TO YOUR DAUGHTER?

I WISH I COULD, JOHNNY...

BUT I'M AFRAID SHE DESPERATELY NEEDS MY HELP.

YOU'RE DESPERATE, GIRL--

--AND YOU REALLY NEED HELP!

MAYBE YOU SHOULD JUST COME CLEAN WITH YOUR FATHER.

"HEY, POPS--REMEMBER THAT IDENTITY THING THAT YOU KEPT SECRET FOR SO MANY YEARS? GUESS WHAT I BLEW!"

WELL, WELL, LOOKEE HERE --TURTLE RAGONE!

YOU DON'T USUALLY SEE HIM FLYING SOLO.

MOOSE COULD BE RIGHT ABOUT HIM AND RALPHIE.

MAYBE YOU SHOULD TALK TO THE GUY...

TURTLE ISN'T EXACTLY THE SHARPEST PENCIL IN THE BOX.

YOU MAY BE ABLE TO CHARM HIM INTO REVEALING-- HEY!

S-SOMEBODY SNATCHED HIM RIGHT OFF THE STREET IN BROAD DAYLIGHT!

MOVE IT, GIRL! MOVE IT! TURTLE HAS A TENDENCY TO ANNOY THE WRONG PEOPLE.

HE COULD BE IN SEVERE DANGER, AND--

BELIEVE ME, *YOU* DON'T WANT TO INTERFERE!

MY FRIEND AND I WERE JUST HAVING A *PRIVATE* CONVERSATION.

AS FOR YOU, MISTER RAGONE...

I TRUST WE *UNDER-STAND* EACH OTHER.

--OR I'LL BE BACK!

DO THE *RIGHT THING*--

Y-YOU NEED TO MIND YOUR OWN BUSINESS, YOUNG LADY.

I ADVISE YOU TO *KEEP WALKING*, AND *FORGET* WHAT YOU'VE SEEN HERE.

WHAT THE--?!

WHOA! THAT GIRL IS ALMOST AS AGILE AS AMERICAN DREAM.

WHO IS SHE--

--AND WHY IS SHE MASQUERADING AS YOU?!

HEY, PARKER --A LITTLE HELP WOULD BE NICE!

YEAH...SURE, TURTLE.

MIND TELLING ME WHAT'S GOING ON?

WHY IS ...UMM... SPIDER-GIRL ON YOUR CASE?

IT...IT'S ALL A BIG MISTAKE.

I...I DIDN'T DO ANY-THING.

SH-SHE'S PROBABLY GOT ME CONFUSED WITH SOMEONE ELSE.

SHE CALLED YOU BY NAME, TURTLE.

YOU SURE YOU DON'T WANT TO TALK ABOUT THIS?

LISTEN, PARKER, I...

I CAN'T.

I REALLY CAN'T.

WHAT THE HECK IS GOING ON?

THAT GIRL IS PROBABLY SOMEONE FROM MIDTOWN HIGH, BUT WHO--

--AND WHAT IS TURTLE HIDING?

THOSE QUESTIONS HAUNT YOU ALL THROUGH THE NIGHT--

--AND ARE STILL BURNING YOUR BRAIN THE NEXT MORNING.

MIDTOWN HIGH SCHOOL

WE DID IT! WE SOLVED THE CASE.

ALL THE CLUES POINT TO FELICITY HARDY.

Y-YOU FOUND ACTUAL CLUES?!

WELL...SORT OF CLUES.

I'VE ALREADY MADE AN APPOINTMENT WITH THE ASSISTANT PRINCIPAL TO TELL HIM...

...THE RESULTS OF MY INVESTIGATION.

I STILL THINK YOU'RE WRONG, COURT.

ZIP IT, MOOSE!

CLUES?! COURTNEY FOUND CLUES, AND YOU BARELY MANAGED TO NARROW DOWN YOUR SUSPECTS TO EVERYONE WHO MIGHT HAVE EVER SHOPPED IN THAT SPIDER STORE.

OKAY, SO YOU'RE NOT EXACTLY THE WORLD'S GREATEST--

YOUR BACK-PACK'S BACK--

--AND IT CONTAINS ALL OF YOUR BELONGINGS--

--EXCEPT YOUR COSTUME.

BUT YOU SUSPECTED THAT AS SOON AS YOU SAW THE NOTE!

MEET ME ON YESTERDAY'S ROOF AFTER SCHOOL

THE REST OF THE SCHOOL DAY PASSES IN A BLUR--

--AND YOU REACH THE ALLEY WHERE YOU FOUND TURTLE (AND THE FAKE SPIDER-GIRL) EXACTLY SIX-TEEN AND A HALF MINUTES AFTER THE FINAL BELL.

"WELCOME TO MY PARLOR," SAID THE SPIDER TO THE FLY.

TOO BAD YOU DON'T KNOW IF YOU'RE SCHEDULED TO PLAY THE PART OF THE SPIDER--

--OR THE **FLY.**

THANKS FOR BEING SO PUNCTUAL, PARKER.

YOU AND I HAVE A LOT TO DISCUSS.

SHE MUST BE SOMEONE YOU KNOW, BUT YOU DON'T RECOGNIZE HER VOICE--

--WHICH, ON A CERTAIN LEVEL, IS ACTUALLY KIND OF COOL BECAUSE YOU NEVER REALIZED HOW MUCH THE COSTUME MUFFLES AND DISTORTS SOUND.

I ASSUME YOU WANT YOUR COSTUME BACK.

NO PROBLEM--

--BUT IT'S GOING TO COST YOU!

OOPS! YOU INTEND TO PLAY ALL-INNOCENT--TO MAKE LIKE YOU'RE JUST ANOTHER ONE OF SPIDEY'S MANY FANS--BUT YOU INSTINCTIVELY DUCK AS HER FOOT SPEARS TOWARD YOU.

LOOK, I HATE TO BE PUSHY... BUT COULD YOU PLEASE TELL ME THE PURPOSE OF THIS FIGHT?

NICE MOVE!

I HAD HEARD YOU WERE FAST, BUT WOW!

UHHHH ...THANKS ...I THINK.

I CONSIDER IT AN AUDITION.

I WANT TO SHOW YOU MY STUFF--LIKE THIS CAT-O'-NINE TAILS!

HOO-BOY!

YOU'RE REALLY GOING TO HAVE TO DROP THAT CAT THING IF YOU WANT TO PROTECT YOUR IDENTITY, FELICITY.

DUH! IT'S ABOUT TIME YOU GUESSED ...ESPECIALLY AFTER ALL THE CLUES I LOBBED IN YOUR DIRECTION.

HARDY IS A PRETTY COMMON NAME, BUT I ASSUMED YOU'D MAKE THE BLACK CAT CONNECTION.

OKAY! I KNOW YOUR IDENTITY, AND YOU OBVIOUSLY KNOW MINE.

MIND TELLING ME WHY YOU ROBBED ALL THOSE LOCKERS?

SILLY GIRL! I DIDN'T COMMIT THOSE CRIMES.

I SOLVED THEM!

I DON'T UNDER-STAND--!

LOOK, I'M TIRED OF PLAYING WITH YOU.

TALK TO ME!

EXPLAIN!

NOW!

PEOPLE LIKE YOU AND YOUR DAD ARE BLESSED WITH INCREDIBLE SUPERHUMAN POWERS!

MY MOM AND I HAVE TO RELY ON OUR NATURAL TALENTS.

WE EAT RIGHT, EXERCISE CONSTANTLY, COME UP WITH THE OCCASIONAL GIMMICK, AND USE OUR BRAINS.

IN OTHER WORDS, I USED MY DEDUCTIVE SKILLS TO EXPOSE THE THIEF.

OKAY, ENOUGH SUSPENSE-- WHO IS IT?!

MIDTOWN HIGH SCHOOL

I APPRECIATE YOUR CONCERN ABOUT THE RECENT RASH OF ROBBERIES, BUT THE MATTER IS ALREADY SETTLED.

THEODORE CONFESSED EARLY THIS MORNING...

...AND THE PRINCIPAL HAS ALREADY SPOKEN WITH HIS PARENTS.

THEODORE --?!

THEODORE RAGONE, ALTHOUGH I BELIEVE YOU PEOPLE CALL HIM "*TURTLE*" FOR SOME UNGODLY REASON.

HEY, RALPHIE --WAIT UP!

WE JUST HEARD ABOUT TURTLE.

WHAT WAS HE THINK-ING?

I-IT ALL STARTED AS A *JOKE*.

H-HE CAUGHT SIGHT OF A COSTUME IN SOME GIRL'S LOCKER, AND THOUGHT HE'D ACCIDENTALLY DISCOVERED SPIDER-GIRL'S *SECRET IDENTITY*...UNTIL HE NOTICED THE *TAIWAN* LABEL.

HE GOT CURIOUS AND CHECKED OUT A FEW MORE LOCKERS.

YOU'D BE SURPRISED HOW MANY HAD SPIDER-PARA-PHERNALIA.

WHAT DID HE INTEND TO DO WITH THIS STUFF?

HE PLANNED TO RETURN IT... *EVENTUALLY*...AND PLAY THE BIG HERO.

Y-YOU MEAN...

THIS WAS ALL A PLOY TO MEET GIRLS?!

HEY, DON'T LOOK AT *ME!*

SO THAT'S WHY YOU TACKLED *TURTLE.*

SOMEONE HAD TO TEACH HIM THE ERROR OF HIS WAYS, AND--*DON'T WORRY!*

HE ASSUMED YOUR COSTUME WAS A *FAKE* LIKE THE OTHERS.

I'LL BET YOU NEVER REALIZED YOU WERE SUCH A RAGE.

AT LEAST HALF THE GIRLS IN SCHOOL HAVE SOME KIND OF SPIDER--*HEY!* WHERE'D YOU GO?

WE SPIDER-PEOPLE CAN LEAP GREAT DISTANCES IN A SINGLE BOUND, REMEMBER?

LET'S CUT TO THE CHASE, FELICITY. YOU OBVIOUSLY WANT SOMETHING, OR YOU WOULDN'T HAVE BOTHERED TO LURE ME UP HERE.

ISN'T IT OBVIOUS--?

I THINK WE SHOULD BE *PARTNERS!*

PARTNERS--?!

YEAH, WE'LL BE JUST LIKE THE OLD *SPIDER-MAN/ BLACK CAT* TEAM.

ALTHOUGH I THINK YOU'RE RIGHT ABOUT ME DITCHING THE CAT MOTIF.

I'LL GET BACK TO YOU AS SOON AS I DECIDE ON A NAME AND A LOOK.

HOLD ON! I DIDN'T AGREE TO ANYTHING.

LIKE YOU REALLY HAVE A CHOICE!

TRUST ME--WE'LL BE GREAT TOGETHER!

B-BUT--

RRRING!

NOW WHAT?

THAT YOU, SPIDEY? IT'S *STINGER* AT *AVENGERS MANSION.* I MANAGED TO DIG UP THE INTEL YOU REQUESTED.

SEEMS YOUR FRIENDS *ANGEL FACE* AND *FUNNY FACE* ARE STILL QUITE ACTIVE.

THEY'VE MERELY MOVED THEIR CRIME SPREE TO THE WEST COAST.

H-HAVE THEY *HURT* ANYONE?

NOT ACCORDING TO ANY OF THE DATA I'VE SEEN-- BUT I SUSPECT IT'S ONLY A MATTER OF TIME.

OH, GOD! YOU SHOULD HAVE STOPPED THEM WHEN YOU HAD THE CHANCE--!

IT'S JUST LIKE YOUR FATHER AND THE BURGLAR WHO KILLED HIS UNCLE.

OH, GOD! IT REALLY DOES SUCK TO BE YOU--

--AND IT'S PROBABLY GOING TO GET EVEN WORSE!

I FINALLY FOUND HER.

ARE YOU SURE?

YOU TELL ME! THAT OLD PHOTO YOU GAVE ME IS, WHAT--FIFTEEN? SIXTEEN YEARS OUT OF DATE?

I SNAPPED THIS YESTERDAY.

THE NAME SHE'S USING AND HER CURRENT ADDRESS ARE ON THE BACK.

YES, IT IS HER --ALISON MONGRAIN!

TOLD YOU I WAS GOOD, AND I BELIEVE YOU PROMISED A BONUS.

YOU HAVE EARNED IT, AND KAINE ALWAYS PAYS HIS DEBTS--

--AS MS. MONGRAIN IS ABOUT TO LEARN!

THE **END**-FOR **NOW!**

MARVEL COMICS

46

DEFALCO
OLLIFFE
WILLIAMSON

SPIDER-GIRL

The daughter of the original Spider-Man, ***May "Mayday" Parker*** *has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines!*

Stan Lee Presents...

SPIDER-GIRL!™

SUDDENLY... THE SCARLET SPIDER!

SPIDER-GIRL, I UNDERSTAND THAT YOU WANTED TO BE INFORMED IF WE HEARD ANY NEWS ABOUT **ANGEL FACE** AND **FUNNY FACE**.

THESE VIDEOS WERE SHOT IN **AKRON, OHIO** --WHERE A PAIR MATCHING THEIR APPEARANCES AND METHODOLOGIES ALLEGEDLY ROBBED A BANK LATE YESTERDAY AFTERNOON.

TH-THANKS FOR THE NEWS, *MAINFRAME*.

W-WAS ANYONE *HURT* DURING THE ROBBERY?

A COUPLE OF CIVILIANS WERE KNOCKED ABOUT, AND THERE MAY HAVE BEEN A FEW BROKEN BONES, BUT NO FATALITIES.

WHAT'S YOUR INTEREST IN THESE PERPS?

THAT'S... *UHHHHHHH* KIND OF *PERSONAL*.

WHAT ELSE CAN YOU SAY? YOU DON'T WANT TO CONFESS THAT YOU RECENTLY HAD A CHANCE TO CAPTURE THEM.

BUT YOU FELT PARTIALLY RESPONSIBLE FOR THE DEATH OF ***CRAZY EIGHT*** *--*

--SO YOU MADE A DEAL WITH HIS MOTHER (ANGEL FACE) AND BROTHER (FUNNY FACE).

THEY PROMISED TO GIVE UP CRIME IN EXCHANGE FOR THEIR FREEDOM, BUT... HOO-BOY!

YOUR NAME IS MAY "MAYDAY" PARKER.

YOU ARE THE DAUGHTER OF THE ORIGINAL ***SPIDER-MAN,*** *AND A LITTLE TOO NAIVE FOR YOUR OWN GOOD!*

Tom DeFalco & Pat Olliffe
Script, plot & pencils
Al Williamson • Inker
John Workman • Letterer
Christie Scheele &
Heroic Age • Colorists
Marc Sumerak
Assistant Editor
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Joe Quesada
Editor in chief
Bill Jemas • President

IT'S YOUR RESPONSIBILITY TO BRING ANGEL AND FUNNY FACE TO JUSTICE.

I HATE TO ASK, STINGER... BUT... UMMMM... ANY CHANCE I COULD HITCH A QUINJET TO AKRON?

THE AVENGERS ARE ALWAYS GLAD TO HELP, BUT I DOUBT THE FACES ARE STILL IN AKRON.

EACH PIN ON THIS MAP REPRESENTS A RECENT CRIME SCENE WHERE THEY WERE ALLEGEDLY SIGHTED. THEY'VE BEEN STRIKING AT RANDOM, AND HAVE REALLY BEEN RACKING UP THE FREQUENT TRAVELER MILES.

YIKES! TH-THEY COULD BE ANYWHERE BY NOW--!

STINGER MAY RESPECT YOUR PRIVACY, BUT I'M MORE INTERESTED IN GETTING A PAIR OF DANGEROUS CRIMINALS OFF THE STREETS.

I WANT A COMPLETE **INCIDENT REPORT** THAT DETAILS ALL YOUR PAST ENCOUNTERS WITH THESE TWO.

I-IS THAT ANYTHING LIKE A BOOK REPORT?

STINGER WILL GIVE YOU THE PROPER FORMS.

HOO BOY! MAINFRAME'S GOT A CASE.

AS IF ANYONE BECOMES A COSTUMED HERO FOR THE ADDITIONAL PAPERWORK--!

EVEN STINGER WAS ROLLING HER EYES AT HIM, BUT THERE ISN'T MUCH SHE CAN DO.

LOOKS LIKE YOU'RE ON YOUR OWN, GIRL! YOU CAN NO LONGER DEPEND ON THE AVENGERS... UNTIL YOU'RE WILLING TO SHARE.

MAYBE YOU SHOULD LOOK IN ON GOOD OLD **CANIS**, THE LOCAL CRIMELORD WHO WAS APPARENTLY FUNDING **FUNNY FACE** UNTIL **CRAZY EIGHT**--UH-OH!

SOMEONE'S **SPIDER-SENSE** IS TINGLING.

SINCE THE TINGLING SEEMS TO GROW MORE INTENSE AS YOU SLOW DOWN, YOU INSTINCTIVELY REALIZE THAT YOU'RE BEING FOLLOWED.

WITHOUT MISSING A BEAT, YOU EMPLOY YOUR AMAZING SPIDER-LIKE AGILITY TO REVERSE DIRECTION--

--AND SEND YOU SWINGING DIRECTLY TOWARD--

FELICITY --?!

WHOA! T-TAKE IT EASY, SPIDEY--!

E-EVERY-THING'S **COOL.**

A-ARE YOU ALWAYS SO EXCITABLE? YOU COULD HAVE GIVEN ME A HEART ATTACK.

DON'T LAY THIS ON ME, MS. HARDY! WHY ARE YOU DOGGING ME? WHAT ARE YOU TRYING TO PROVE?

ISN'T IT OBVIOUS?

I THOUGHT WE AGREED TO BE **PARTNERS.**

I DIDN'T AGREE TO ANYTHING OF THE SORT.

YOU MAY HAVE DISCOVERED MY *SECRET IDENTITY*, BUT I'M NOT GOING TO LET YOU *BLACK-MAIL* ME INTO DOING SOMETHING WE'LL BOTH REGRET.

YOU DON'T HAVE ANY *SUPER POWERS.*

IT WOULD BE THE HEIGHT OF *IRRESPONSIBILITY* FOR ME TO PUT YOU AT RISK.

IN CASE YOU'VE FORGOTTEN, MY MOTHER DIDN'T HAVE ANY POWERS WHEN SHE BECAME THE *BLACK CAT*, AND SHE OFTEN TEAMED UP WITH YOUR *DAD.*

I JUST NEED SOME HELP COMING UP WITH A COOL COSTUMED IDENTITY.

I DON'T WANT TO USE A NAME WITH THE WORD *KITTEN* OR *PUS*--

ENOUGH!

I AM SO NOT INTERESTED.

I DON'T WANT A PARTNER.

DON'T NEED ONE!

WON'T HAVE ONE!

AND THAT'S THE *END* OF THIS DISCUSSION!

WANNA BET--?

ARE YOU OUT OF YOUR EVER-LOVING *MIND*?!

POLICE
MIDTOWN SOUTH

LOOK AT YOURSELF, PETE! YOU'RE PRACTICALLY *MIDDLE AGE.*

HEY! ARE YOU KIDDING ME, PHIL? I'M NOT EVEN *CLOSE* TO MIDDLE AGE.

BUT YOU'RE IN NO CONDITION TO BECOME *SPIDER-MAN* AGAIN!

THINK OF YOUR OTHER RESPONSIBILITIES, MAN!

YOUR WIFE IS CURRENTLY PREGNANT AND CONFINED TO A WHEELCHAIR, AND YOU HAVE A TEENAGE DAUGHTER.

BESIDES, YOU'VE ALREADY *DONE* YOUR PART. YOU LOST A *LEG* IN YOUR FINAL BATTLE WITH THE ORIGINAL *GREEN GOBLIN.*

FORGET ABOUT MY LEG! *BIG BRAIN* OF THE *FANTASTIC FIVE* HAS ALREADY COMPLETED WORK ON A *BIONIC REPLACE-MENT* THAT I'LL BE PICKING UP LATER THIS AFTERNOON.

WHY IS IT SO WRONG FOR ME TO RETURN TO MY COSTUMED IDENTITY--

--WHEN IT'S PERFECTLY *OKAY* FOR YOU TO BECOME THE NEW *GREEN GOBLIN?*

MY SITUATION IS COMPLETELY *DIFFERENT* FROM YOURS.

WHAT DOES YOUR *DAUGHTER* THINK ABOUT ALL THIS? HOW DOES *SPIDER-GIRL* FEEL ABOUT THE RETURN OF THE ORIGINAL *SPIDER-MAN?*

I HAVEN'T DISCUSSED THIS WITH HER, BUT SHE'S A LARGE PART OF MY REASON FOR RETURNING TO COSTUME.

SOMETHING IS TROUBLING MAY, AND I CAN'T GET HER TO CONFIDE IN ME.

ALL I KNOW IS THAT SHE SEEMS TO NEED HELP.

YOU'RE DROWNING, GIRL!

MIDTOWN High

YOU NEED HELP, BUT YOU DON'T KNOW WHERE TO TURN.

BAD ENOUGH YOUR UNCLE PHIL AND YOUR SO-CALLED FRIENDS ON THAT NEW TEAM OF WARRIORS ARE STILL PRETTY STEAMED AT YOU FOR MAKING A DEAL WITH THE FACES BEHIND THEIR BACKS.

LIBRARY

YOU EVEN MANAGED TO ALIENATE THE AVENGERS.

LIBRARY

WHAT ARE YOU GOING TO DO, GIRL?

IS THERE ANYONE YOU CAN TRUST?

HIS NAME WAS SPIDER-MAN!

Ben Urich

EVEN AS YOU WANDER THE HALLS OF **MIDTOWN HIGH**, WALLOWING IN WOE-IS-ME MODE, LIFE GOES ON...

AT THAT VERY MOMENT, A DEADLY STREAM OF METEORS HURTLES ACROSS THE DEEP VASTNESS OF THE MILKY WAY.

ON AND ON IT COMES, MOVING INEXORABLY TOWARD THE PLANET EARTH--

--ALMOST AS IF IT WERE BEING **DIRECTED** BY AN INHUMAN AND MALEVOLENT HAND.

BUT THAT'S NOT YOUR PROBLEM ...YET.

YOU'RE STILL TRYING TO FIGURE OUT HOW TO TRACK DOWN THE **FACES** BEFORE SOMEONE GETS--

BTAM! BTAM! BTAM!

GUNSHOTS!

BANK

NATIONAL BANK

YOU REACT ALMOST WITHOUT CONSCIOUS THOUGHT--

--AS YOUR UNCANNY SPIDER-SENSE INSTINCTIVELY GUIDES YOU AWAY FROM PRYING EYES.

YOU QUICKLY WHIP ON YOUR WEBS--

--AND YOU'RE READY FOR ALMOST ANYTHING.

WHAT THE--?!

BUT NOT THIS--!

HEY, RAPTOR --!

S-SPIDER-GIRL--?

UHHHH

HI!

WHAT'S GOING ON HERE? ARE YOU GUYS STILL WORKING TOGETHER?

I...UHHHH... CAN'T REALLY TALK NOW.

I'VE GOT TO, *YOU KNOW*, TURN THIS SUSPECT OVER TO THE POLICE AND STUFF.

YEAH.

RIGHT.

LET'S SEE... ***RAPTOR, LADYHAWK, THE GREEN GOBLIN, DARKDEVIL,*** AND ***THE BUZZ***... I MAY BE MISTAKEN, BUT I'M PRETTY SURE THAT ***I*** AM THE ONE WHO ORIGINALLY PUT YOU PEOPLE TOGETHER.

SO HOW COME I WASN'T ***INVITED*** TO PLAY WITH THE REST OF THE TEAM?

YOU ***KNOW*** THE ANSWER.

YOU MADE A STUPID DEAL WITH ***ANGEL FACE***, BEHIND OUR BACKS, AND WE DON'T ***TRUST*** YOU ANYMORE.

Y-YOU'RE REALLY ***DITCHING*** ME?

YOU'RE ALREADY ***DITCHED*** AND ***DONE.***

KRAKK!!

HIS NAME IS KAINE, AND HE HAS LIVED A MOST VIOLENT AND UNSAVORY LIFE.

HE HAS ROBBED AND TORTURED...

...MAIMED AND MURDERED.

TODAY HE MERELY HUNTS--

--FOR A WOMAN WHO HAS ELUDED HIM FOR NEARLY FIFTEEN YEARS.

IN THE NEXT TEN SECONDS, HE WILL FIND A CLUE TO HER CURRENT DESTINATION.

IT IS A CITY HE KNOWS WELL.

GRAND CENTRAL TERMINAL

HIS QUARRY MADE A DEAL WITH A DEVIL MANY YEARS AGO.

SHE KIDNAPPED A CHILD, A BABY GIRL THAT SHE EVENTUALLY GREW TO LOVE.

HER NAME IS ALISON MONGRAIN--

--AND THE TIME HAS FINALLY COME FOR A MOST BITTER REUNION.

YOU KNEW ABOUT THIS?

YOU'RE SUPPOSED TO BE MY *FRIEND*, NORMIE-- AND SO IS *RAPTOR!*

WHY DIDN'T YOU TELL ME THAT SHE AND THE OTHERS DECIDED TO TOSS ME OUT OF THE *WARRIORS?*

SHE WANTED TO SPEAK TO YOU IN PERSON.

SHE FELT SHE OWED YOU AT LEAST THAT MUCH.

BESIDES, SHE WAS STILL WORKING ON THE OTHERS, TRYING TO CHANGE THEIR MINDS.

IT'S NOT *FAIR!* I ORGANIZED THAT TEAM. I PUT IT TOGETHER.

I KNOW I MADE A *MISTAKE*, BUT THEY STILL OWE ME A CHANCE TO REDEEM MYSELF.

I'M GOING TO GO GRAB *CANIS* AND FORCE HIM TO TELL ME WHERE I CAN FIND THE *FACES*.

WHOA! BEFORE YOU GO, I HAVE A LITTLE SOME-THING FOR YOU...

WHAT IS IT --ANOTHER KICK IN THE GUT?

NOPE, JUST A *CELL* PHONE.

I'VE ALREADY ARRANGED FOR IT TO BE BILLED TO A BLIND ACCOUNT. IT'S THE SAME SIZE AND WEIGHT AS A SPARE *WEB CARTRIDGE*, AND WAS DESIGNED TO SNAP INTO YOUR *WEB-SHOOTER*.

OH, NORMIE--IT'S WONDERFUL!

I...I'M *SO SORRY* I UNLOADED ON YOU.

YOU'RE THE ONLY ONE I CAN TRUST!

THE ONLY ONE I...

I...

I...*UHHHHHH* ...I'D BETTER GET GOING.

Y-YOU BE CAREFUL, OKAY?

SNAP!

S-SURE...

I'LL BE JUST *FINE!*

I-IT'S PERFECT!

I'M GLAD YOU'RE PLEASED, MISTER PARKER.

DESIGNING A *BIONIC LEG* THAT COULD MIMIC YOUR AMAZING SPIDER-LIKE POWERS PROVED A VERY INTERESTING CHALLENGE.

I WANTED TO PAINT IT A *SHOCKING PINK* OR A *PUKE GREEN*, BUT *BIG BRAIN* WOULDN'T LET ME.

LUCKY ME...ALTHOUGH IT WILL BE *HIDDEN* UNDER MY COSTUME.

JUST IGNORE THE TORCH, PETER--AND LET'S JUST MAKE SURE EVERYTHING WORKS PROPERLY.

NOT BAD! IT REALLY-- *UH-OH!*

WHAT *IS* IT, PETER? WHAT'S *WRONG?*

SOUNDS LIKE A PLAN, BB!

I'M REAL CURIOUS TO SEE IF THIS LEG CAN ACTUALLY STICK TO WALLS, LIKE THE REST OF ME.

I...I CAN'T SEEM TO *DISENGAGE* ...THE STICKING MECHANISM.

I MAY HAVE TO MAKE A FEW ADJUSTMENTS.

YEAH, AND I'VE GOT TO FIND *A VIDEO CAMERA.*

CANIS KENNELS--YOU ALWAYS THOUGHT THIS WAS A RATHER CURIOUS HANGOUT FOR A KINGPIN-WANNABE.

CANIS KENNELS

ESPECIALLY SINCE THE PLACE SEEMED TO BOARD A LOT MORE WOLVES THAN DOGS!

ODD FOR HIM TO BE CLOSED IN THE MIDDLE OF THE DAY.

CLOSED

HE NEVER USED TO CLOSE.

NOT EVEN WHEN HE WAS IN THE MIDDLE OF A MAJOR POWER STRUGGLE WITH THE KINGPIN.

COME TO THINK OF IT, ISN'T IT STRANGE HOW THAT GANG WAR SUDDENLY SEEMED TO QUIET DOWN AFTER THE DEATH OF CRAZY EIGHT?

-SIGH-

EVERYTHING SEEMED TO CHANGE AFTER THE DEATH OF CRAZY EIGHT!

BUT YOU CAN'T WORRY ABOUT THAT NOW.

YOU'VE GOT TO SWING AROUND TO THE BACK OF THE BUILDING, SEE IF YOU CAN CATCH A CLUE ON CANIS.

NOW THIS IS VERY UNEXPECTED.

THE PENS ARE EMPTY.

ALL THE DOGS AND WOLVES ARE GONE.

THE PLACE IS COMPLETELY DESERTED.

WELL, NOT QUITE... COMPLETELY!

KLIK TLOOM

NICE MOVE, SPIDEY! I KIND OF FIGURED YOU'D MANAGE TO AVOID THOSE GAS GRENADES, SO I BROUGHT SOME OTHER GOODIES.

PRIVATE
NO TRE
RTY
ING

WH--WHAA-- WHO THE HECK ARE YOU SUPPOSED TO BE?!

COME ON, SPIDEY, DON'T BE A DORK! YOU'VE GOT TO RECOGNIZE THIS COSTUME!

I'M THE NEW SCARLET SPIDER!

FELICITY-- ARE YOU OUT OF YOUR EVER-LOVING MIND?

WHY ARE YOU DRESSED IN MY UNCLE'S OLD OUTFIT?

THE ORIGINAL 55 WAS YOUR UNCLE? COOL! I ALWAYS FIGURED HE HAD SOME KIND OF FAMILY CONNECTION.

HIS POWERS AND METHODS WERE JUST TOO CLOSE TO YOUR DAD'S.

ANYWAY, I'VE GOT THIS THING WITH MY MOM, SO I DIDN'T WANT TO USE A CAT MOTIF.

YEAH, I KNOW I DON'T HAVE ANY SPIDER-POWERS--

--SO I CAME UP WITH SOME REAL COOL GIMMICKS LIKE MY SCARLET SCREAMER!

EEEEEE

N-N-NOW T-T-THAT I-I-IS R-R-REALLY A-A-ANNOYING.

WHAT DID YOU--OHMIGOSH! YOU GLOOPED UP THE WHOLE MECHANISM.

WHAT? WHAT? OH, MAN! I AM GOING TO BE SO CHEESED IF MY EARS DON'T STOP RINGING.

FORGET YOUR EARS! I'M GONNA TAKE YOUR HEAD OFF FOR RUINING MY SCREAMER.

IN CASE YOU FORGOT, THE BLACK CAT HERSELF TRAINED ME IN THE MARTIAL ARTS.

YEAH.

=YAWN=

I KINDA REMEMBER YOU MENTIONING THAT.

BUT YOU ARE KIND OF MISSING THE POINT.

THINK OF THIS AS A WAY FOR ME TO SHOW YOU HOW I COULD CONTRIBUTE AS A PARTNER--WITH WEAPONS LIKE THIS...UMMM... SCAR-O-NINE-TAILS.

WASN'T IT CALLED A CAT-O-NINE-TAILS THE LAST TIME WE FOUGHT?

GEEZ, FELICITY-- ENOUGH WITH THIS SCARLET-MANIA, ALREADY!

WE'RE NOT GOING TO BE PARTNERS.

BUT I'M LIKE, I DON'T KNOW, FORTY TIMES FASTER, STRONGER, AND MORE AGILE'N YOU.

I'M NOT REALLY SEEING A PROBLEM HERE.

HIGH ABOVE THE EARTH, THE ORBITAL DEFENSE GRID BLASTS THE ONRUSHING METEOR SWARM INTO HARMLESS CHUNKS OF DEBRIS.

WELL, MOSTLY HARMLESS.

AT THAT VERY INSTANT, BACK IN FANTASTIC FIVE HEAD-QUARTERS...

HEY! THIS DOESN'T LOOK RIGHT...

HIS NAME IS FRANKLIN RICHARDS, THOUGH HE IS BETTER KNOWN AS PSILORD, AND HE IS CURRENTLY ON F5 MONITOR DUTY.

HEY, DAD! DAD? YOU GOT TIME TO CHECK SOME-THING?

IS IT IMPORTANT, SON?

I AM RATHER *OCCUPIED* AT THE MOMENT.

TH-THIS IS TOO *RICH* -- EVEN BETTER THAN THE TIME I MADE YOU WEAR A *PAPER BAG* AND STUCK A *KICK ME* SIGN ON YOUR BACK.

GROW UP, JOHNNY!

YOU'RE NOT *HEARING* ME, FELICITY.

IT DOESN'T MATTER HOW MANY *GIZMOS* YOU POSSESS OR *COMBAT LESSONS* YOU'VE TAKEN--*YOU'RE NOT READY!*

THAT'S *YOUR* OPINION--!

BE REALISTIC! YOU'RE ONLY A *TEENAGER!*

DUH! LIKE YOU'RE *Ms. MATURITY!* WHAT HAVE YOU GOT ON ME, MAY --*TWO OR THREE YEARS?*

MY SITUATION IS TOTALLY DIFFERENT.

I WAS BORN WITH THE POWERS OF *SPIDER-MAN.*

BESIDES, I'M SMART ENOUGH TO KNOW WHEN TO *BACK OFF--*

--TO KNOW WHEN A THREAT IS *BEYOND* MY POWER LEVEL!

I CAN'T BE RESPONSIBLE FOR YOUR SAFETY.

ONLY A SICK WHACKO WOULD ENLIST THE AID OF A TEEN SIDEKICK.

I CAN TAKE CARE OF MYSELF.

OKAY! YOU DON'T WANT A PARTNER? *FINE!* I'LL JUST GO *SOLO.*

WRONG, YOUNG LADY-- *YOU'RE GOING HOME!*

HEY! I RECOGNIZE THIS STUFF FROM MY RESEARCH!

IT'S *IMPACT WEBBING,* RIGHT?

THE ORIGINAL *SCARLET SPIDER* CAME UP WITH IT.

THAT'S GOTTA BE SOME KIND OF SIGN THAT WE'RE *DESTINED* TO BE PARTNERS.

HAVEN'T YOU LISTENED TO A *WORD* I'VE SAID?

WHERE'S YOUR SENSE OF ADVENTURE, MAY?

WE CAN *DO* THIS! I *KNOW* WE CAN.

JUST GIVE ME A *CHANCE*, OKAY?

I PROMISE TO BE THE... THE *PERFECT* PARTNER. I'LL WATCH YOUR BACK LIKE NOBODY'S BUSINESS, AND--*HEY! WHY IS YOUR WEB-GAUNTLET* BUZZING?

THWIP

THAT'S JUST... I GUESS I HAVE A CALL.

YOU CARRY A CELL PHONE IN YOUR GAUNTLET --*HOW COOL IS THAT?!*

WH-WHO IS IT--THE *AVENGERS* OR THE *FANTASTIC FIVE?*

DO YOU *MIND--?*

HELLO...?

HOPE I'M NOT CALLING AT A BAD TIME, BUT *PHIL URICH* JUST STOPPED BY THE *WEB SITE.*

HE TOLD ME SOMETHING ABOUT YOUR FATHER THAT --*IN LIGHT OF OUR EARLIER CONVERSATION* --I THINK YOU'D WANT TO KNOW.

I'M WARNING YOU, NORM--*PETE'S GOING TO FREAK WHEN HE HEARS WHO TOLD HER!*

HEY, DAD! I REALLY NEED YOU TO COME DOWN HERE.

ACCORDING TO OUR INSTRUMENTS, SOMETHING GOT *PAST* THE DEFENSE GRID AND SEEMS TO BE HEADED OUR WAY.

WHAT IS HE THINKING?

WHERE'S HIS FAMOUS *SENSE OF RESPONSIBILITY* NOW--WHEN **MOM** AND THE NEW **BABY** ARE REALLY GOING TO NEED HIM?!

Y-YOU TALKING ABOUT YOUR DAD? WH-WHAT'S UP? WH-WHAT'D HE DO? A-ANYTHING I CAN DO TO HELP?

A-ANY CHANCE YOU CAN SLOW DOWN A LITTLE?

I...I'M SORRY, FELICITY, BUT I'VE GOTTA GO.

I'VE GOT TO TRY TO TALK SENSE INTO MY OLD MAN, AND--

OH, MY GOD!

JOHNNY! BIG BRAIN! WE'VE GOT TO GET OUT OF HERE--NOW!

WE'RE ALL IN SERIOUS--

DANGER, LIKE I'VE NEVER FELT BEFORE!

IT SEEMS TO BE ORIGINATING FROM SOMEWHERE *HIGH ABOVE*, BUT THAT DOESN'T MAKE ANY SENSE, UNLESS--

KA-

DOOM!

OH, MY GOD!

OH, MY GOD!

DAD!

DAD!

DIRECTED BY YOUR SPIDER-SENSE, YOU DIVE INTO A MAELSTROM OF MADNESS!

BARELY ABLE TO SEE OR BREATHE--

--YOU FIGHT YOUR WAY FORWARD-- CONSTANTLY DODGING THE STILL-FALLING DEBRIS.

FINALLY, YOU STUMBLE UPON HIM...AND THE OTHERS.

MY DAD AND THE **TORCH** SEEM TO BE UNCONSCIOUS... BUT **BIG BRAIN**-- OH, GOD!

PITY HIM **NOT**, CHILD. HIS SUFFERING IS **ENDED**.

HE IS THE **LUCKIEST** OF ALL, HAVING BEEN SPARED THE **DESTRUCTION** THAT IS TO COME.

AT LONG LAST, THE **SKRULL EMPIRE** WILL HAVE **VENGEANCE** UPON THE TEAM THAT WAS ONCE CALLED THE **FANTASTIC FOUR** AND THIS PITIFUL PLANET KNOWN AS **EARTH!**

SO VOWS **APOX**, THE **OMEGA SKRULL!**

GOOD THING FELICITY COULDN'T KEEP UP WITH YOU.

NO WAY SHE'S READY FOR A CREEP LIKE THIS.

NEITHER ARE **YOU**, TO TELL THE TRUTH, BUT YOU'RE SUDDENLY WISHING YOUR MASK DIDN'T **COVER** YOUR MOUTH--

--SO YOU COULD SPIT IN HIS EYE!

TO BE CONCLUDED...

MARVEL COMICS

SPIDER-GIRL

47

DEFALCO
FRENZ
LIVESAY

GODS AND MONSTERS

The daughter of the original Spider-Man, ***May "Mayday" Parker*** *has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines!*
Stan Lee presents...

SPIDER-GIRL!™

SOMETIMES IT SEEMS LIKE YOUR LIFE'S A NEVER-ENDING SERIES OF BAD DECISIONS.

OTHER TIMES, IT'S LIKE YOU'RE A VICTIM OF FATE, A PAWN WHO MERELY HAS THE ILLUSION OF CHOICE.

A FEW MINUTES AGO, YOU WATCHED IN HORROR AS A COSMIC BOLT FROM THE BLUE STRUCK FANTASTIC FIVE HEAD-QUARTERS, OBLITERATING MOST OF THE TOP FLOOR.

WITH MOUNTING PANIC, YOU RACE TO THE SCENE, STUMBLING THROUGH DEBRIS UNTIL YOU SOMEHOW MANAGE TO FIND YOUR FATHER AND THE **HUMAN TORCH.**

THOUGH BADLY **BATTERED** AND SEVERELY **BRUISED**, THEY ARE STILL **BREATHING**--

--WHICH IS A LOT MORE THAN YOU CAN SAY ABOUT POOR **REED** RICHAROS.

AND THAT ISN'T EVEN THE **WORST** PART--

--BECAUSE THE MONSTER WHO CAUSED THIS MEGA-MESS IS STILL **HERE!**

YOU CAN REALLY SEE THE *FUTURE?*

COOL!

WHEN ARE THEY EVER GOING TO RELEASE THE NEXT *HARRY POTTER* BOOK--

--AND WHO'S TAKING ME TO THE *PROM?*

HOO-BOY! WHERE'D THAT COME FROM?

*YOUR DAD AND THE TORCH COULD BE DYING. FRANKLIN'S FATHER IS ALREADY **DEAD.** AND YOU'RE MAKING **JOKES!***

JOKES--?!

YOUR NAME IS MAY "MAYDAY" PARKER.

*YOU ARE THE DAUGHTER OF THE ORIGINAL **SPIDER-MAN,** AND SOMETHING IS SERIOUSLY **WRONG** WITH YOU.*

DO NOT ***RESIST*** ME, CHILD! NO NEED HAVE YOU TO ***SUFFER.***

YOUR FATE --LIKE THAT OF ***ALL*** UPON THIS HATED WORLD-- IS ALREADY ***WRIT*** UPON THE STARS.

DESTINED ARE YOU TO DIE AT THE HANDS OF ***APOX, THE OMEGA SKRULL!***

GODS AND MEN!

Tom DeFalco & Ron Frenz
Script, Plot & Pencils
Livesay • Inker
Special Thanks To
Marco Galli
John Workman • Letterer
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Marc Sumerak
Assistant Editor
Tom Brevoort • Editor
Joe Quesada • Editor in chief
Bill Jemas• President

ONLY A REAL TWISTED SISTER WOULD CRACK WISE NOW.

UNLESS, OF COURSE, YOU'RE SUBCONSCIOUSLY USING HUMOR AS A DEFENSE MECHANISM.

ARRGH! FOCUS, GIRL! FOCUS!

YOU'RE IN THE MIDDLE OF A FIGHT!

SAVE THE SELF-ANALYSIS FOR LATER!

I DON'T KNOW **WHO** YOU ARE OR WHERE YOU'VE COME FROM, MISTER...

...BUT YOU **HURT** MY DAD--

--AND **MURDERED** THE FATHER OF ONE OF MY FRIENDS!

KTWUNK!

YOU'RE GOING TO JAIL FOR THE REST OF YOUR LIFE!

NO EARTHLY PRISON COULD EVER RESTRAIN APOX.

CREATED WAS I TO BE A LIVING GOD--

--AND A SHATTERER OF WORLDS!

YOUR **IGNORANCE** IS ONLY EXCEEDED BY YOUR **IMPUDENCE,** CHILD.

I AM THE *OMEGA SKRULL*, THE ULTIMATE WARRIOR OF THE MIGHTIEST EMPIRE OF ALL.

I HAVE BEEN SENT TO *EXTINGUISH THE FLAME* OF HUMANITY, AND *HONORED* ARE YOU TO BASK IN MY GLORY.

ABOUT THAT *BASKING* PART-- I ASSUME YOU DIDN'T HAVE ACCESS TO A *SHOWER* ON THE TRIP OUT HERE BECAUSE *PEEEEUUU!*

IT'S FRANKLIN-- THE SON OF REED AND SUE RICHARDS!

YOU USED TO FANTASIZE ABOUT HIM WHEN YOU WERE YOUNGER.

HEY, APOX! ANYONE EVER MENTION YOU'RE A LITTLE *FULL* OF YOURSELF?

MAYBE A QUICK DIP IN THE *EAST RIVER* WILL GIVE YOU SOME *PERSPECTIVE.*

YOU'D BE IN DANGER. HE WOULD SUDDENLY RESCUE YOU--

--AND SWEEP YOU INTO HIS ARMS.

ON YOUR FEET, SPIDER-GIRL. APOX WILL BE BACK BEFORE YOU KNOW IT.

I DOUBT THAT PSI-BLAST EVEN STUNNED HIM.

I TELEPATHICALLY SCANNED MR. PARKER AND THE TORCH, AND I BELIEVE THEY'LL BE FINE.

MY FATHER --?

OH, FRANKLIN, I... I AM SO VERY *SORRY* ABOUT YOUR FATHER.

EVEN AS YOU PREPARE TO DODGE HIS NEXT BLAST, YOU CATCH A FLICKER OF MOTION BEHIND HIM.

HOO BOY! SOME DREAMS JUST DON'T MEASURE UP TO REALITY.

WHAT ARE YOU --OH!

YOU DON'T HAVE TO WORRY ABOUT MY DAD.

PEOPLE THINK HE REALLY IS INSIDE THE *BIG BRAIN* ROBOT, BUT HE JUST USES IT AS A TOOL TO COMMUNICATE AND INTERFACE WITH US.

I'M SURE HE SHIFTED HIS CONSCIOUSNESS INTO A REPLACEMENT SHELL AS SOON AS THIS ONE STOPPED FUNCTIONING.

UHHHH... *OKAY*... BUT THE REST OF US HAVE ONLY ONE BOD. WE'RE GOING TO NEED SOME EXTRA FIREPOWER.

ANY CHANCE YOU CAN REACH *Ms FANTASTIC* OR THE *THING*?

AFRAID NOT! THEY TOOK MY NEPHEWS AND NIECE OUT OF TOWN FOR A FEW DAYS.

THEN WE'D BETTER TRY TO REVIVE THE *TORCH* AND MY DAD BEFORE--

UH-OH!

PARKER'S YOUR DAD, *HUH*?

I GUESS THAT EXPLAINS HIS CONNECTION TO MY *UNCLE JOHNNY* AND --OH!

BEHOLD MY RIGHTEOUS FURY!

ALL MERCY SHALL BE *DENIED*. YOU HAVE EARNED THE UNRELENTING WRATH OF A GOD *ENRAGED*.

SHE HEARS ANGRY SHOUTS ABOVE HER AND SHARP, RAPID SOUNDS THAT VAGUELY REMIND HER OF SHOTGUN BLASTS.

AND STILL SHE CLIMBS --!

HER NAME IS FELICITY HARDY.

SHE'S THE DAUGHTER OF THE BLACK CAT, THOUGH SHE RECENTLY ADOPTED THE COSTUMED IDENTITY OF THE SCARLET SPIDER.

AND SHE IS REALLY ANNOYED WITH SPIDER-GIRL.

THEY WERE SUPPOSED TO BE PARTNERS.

COMRADES-IN-ARMS!

SPIDEY DITCHED HER, RACING AHEAD TO THE FS BUILDING.

IT'S TAKEN FELICITY A WHILE TO CATCH UP, AND NOW--

--SHE KIND OF WISHES SHE HADN'T!

IT TAKES ONLY AN INSTANT FOR FELICITY TO SIZE UP THE SITUATION (OH, MAN! THAT'S FRANKLIN RICHARDS, AND HE'S EVEN HUNKIER IN THE FLESH!) AND THEN...

HEY, UGLY!

YOU'D BETTER SURRENDER, OR I'LL SLAP YOU DOWN FASTER THAN YOU CAN--

ERRR RRRK!

ANOTHER CHILD?! WHERE ARE THE GREAT PROTECTORS OF THIS WORLD?

I CAME TO THIS LOATHSOME MUDBALL TO CRUSH THE LIKES OF THOR, CAPTAIN AMERICA, IRON MAN, NOVA, AND THE MIGHTY THING--

--NOT TO FIGHT A HORDE OF UNSKILLED AND INEXPERIENCED ADOLESCENTS!

YOU NEED TO UPDATE YOUR *INTEL*, MISTER.

MOST OF THOSE GUYS HAVE ALREADY *RETIRED*, AND AT LEAST ONE OF THEM--AND *HERE I SPEAK OF THE MAN CALLED NOVA*--IS JUST A TOTAL *JERK*.

YOU INSTINCIVELY SPRING FORWARD, ASSUMING THAT FRANKLIN WILL SAVE FELICITY.

ALAS, HIS REFLEXES AREN'T AS QUICK AS YOURS.

BUT AT LEAST HE BREAKS HER FALL.

OKAY, MAYBE THE THREE OF US ARE A LITTLE *YOUNG*--

--BUT YOU REALLY HURT MY FEELINGS WHEN YOU CALLED US *UNSKILLED* AND *INEXPERIENCED*.

ODD! YOUR SPIDER-SENSE SEEMS TO GO BALLISTIC WHENEVER YOU PASS OVER THAT STRANGE-LOOKING GIZMO.

MAYBE YOU SHOULD FIND OUT WHY!

HOW DARE YOU LAY HANDS UPON ME, CHILD?!

I AM A *LIVING GOD*--

--AND YOU WILL RELEASE ME *AT ONCE!*

UHHHH, SURE.

NO PROB.

WH-WHAT MADNESS IS THIS--?!

S-SOMETHING IS WRONG WITH MY POWER.

WHAT HAVE YOU DONE, CHILD?

NOTHING MUCH.

JUST COPPED A QUICK SOUVENIR.

A LITTLE SOMETHING TO REMEMBER YOU BY.

YOU PLAY WITH FORCES FAR BEYOND YOUR KEN, CHILD.

RETURN THE DEVICE OR SUFFER THE FEARFUL CONSEQUENCES!

SORRY.

I'M GOING TO SELL IT ON E-BAY--

--ALTHOUGH I'D PROBABLY GET A BETTER PRICE IF YOU AUTOGRAPHED IT.

WH-WHAT HAPPENED--?

I...I'M NOT REALLY SURE.

BUT I THINK SPIDEY GRABBED SOMETHING *IMPORTANT.*

THAT'S PUTTING IT MILDLY.

BASED ON APOX'S IMMEDIATE REACTION AND THE SUDDEN SPIKE IN ENERGY READINGS, SHE MUST HAVE REMOVED A RATHER VITAL COMPONENT.

FRANKLIN, I WANT YOU TO JOIN *SPIDER-GIRL* AND PREVENT *APOX* FROM RECOVERING THAT MECHANISM.

I'M ALREADY ON MY WAY, DAD.

WHAT ABOUT *ME, SIR?* HOW CAN I HELP?

I'M NOT FAMILIAR WITH YOUR SKILLS, YOUNG LADY, BUT I'M SURE YOU CAN ATTEND TO MR. PARKER WHILE I CONFER WITH THE TORCH.

ARE YOU *OKAY,* JOHNNY?

YEAH, I...I'M SURE I'LL BE FINE.

WHAT THE HECK HIT US?

WE WERE APPARENTLY ATTACKED BY A COSMICALLY-POWERED SUPER SKRULL CALLED ***APOX***.

BASED ON THE EVIDENCE I'VE GATHERED, HIS POWERS ARE ***ARTIFICIAL***, AND HE SEEMS TO BE HEADED FOR A ***CRITICAL MELTDOWN***.

HOO-BOY!

WAS THIS JUST ANOTHER BAD DECISION--

--OR ARE YOU PLAYING THE PAWN AGAIN?!

YOU NEED SOME SERIOUS HELP, GIRL.

R-R-RING!

HELLO--?

IS THAT YOU, MAYDAY?

HOW'S IT GOING?

TOO BAD YOU DIDN'T THINK TO PROGRAM YOUR CELL PHONE TO SPEED DIAL THE AVENGERS.

I...I CAN'T REALLY CHAT NOW, UNCLE PHIL.

I NEED YOU TO GET HOLD OF THE *AVENGERS* FOR ME.

THIS IS KIND OF A LOUSY CONNECTION. DID YOU SAY THE *AVENGERS?*

WHAT'S WRONG WITH THE *WARRIORS?* I HOPE YOU'RE NOT STILL CHEESED OVER THE WAY WE TOSSED YOU OFF THE TEAM.

HELLO, MAY?

MAY --?

KA-ZAKKK!

I...I DON'T BELIEVE IT.

SHE HUNG UP ON ME.

I...I WONDER WHY SHE WAS BUSTING MY CHOPS ABOUT THE *AVENGERS?*

Y-YOU ALL RIGHT, MISTER PARKER?

YES, I...

EXACTLY WHO *ARE* YOU, YOUNG LADY--AND *WHAT* ARE YOU DOING IN THAT COSTUME?

I...I'M FELICITY HARDY, SIR... YOU KNOW... FELICIA'S DAUGHTER?

I'M MAY'S NEW PARTNER.

MAY'S *WHAT?!*

THE GIRL OBVIOUSLY KNOWS YOUR FAMILY SECRET, PETE-- SO LET'S JUST DISPENSE WITH THE USUAL DENIALS AND MAKE LIKE HEROES.

YOU READY TO FIELD TEST THAT NEW *BIONIC LEG?*

I GUESS.

YOU GOT A *BIONIC LEG? COOL!*

DOES THIS MEAN YOU'RE GOING TO BE *SPIDER-MAN* AGAIN?

DO YOU *MIND,* YOUNG LADY?

WE CALL THEM *SECRET IDENTITIES* FOR A REASON.

SPEAKING OF WHICH, DO YOU HAVE A *COSTUME* AND *MASK* I CAN BORROW?

I'M SURE I CAN DIG SOMETHING UP.

ALMOST ANYTHING'LL DO-- *AS LONG AS IT DOESN'T INCLUDE A PAPER BAG AND A KICK ME* SIGN.

YOU THINK I'D REPEAT AN OLD GAG LIKE THAT?

WOULDN'T YOU?

PROBABLY.

SO FAR YOU'VE BEEN REAL **LUCKY**, GIRL.

BY EMPLOYING YOUR SPIDER-SENSE AND YOUR AMAZING AGILITY, YOU'VE MANAGED TO DODGE ALL OF APOX'S BLASTS--

AND KEEP THEM FROM HITTING ANY INNOCENT BYSTANDERS.

IF ONLY YOU CAN REACH A DESERTED SECTION OF CENTRAL PARK BEFORE--

KA-PLOOM!

OOPS! YOU MIS-JUDGED THE BLOWBACK, AND IT'S RIPPING THROUGH YOUR WEBS.

THIS IS GOING TO HURT...

...A LOT!

NONE MAY DEFY THE WILL OF *APOX.*

NO ONE IS SAFE FROM MY HOLY *VENGEANCE.*

NOT EVEN THE *GENETECHS* WHO TRANSFORMED ME FROM A MERE SERVANT INTO A *LIVING GOD.*

YOU ATTACKED THE PEOPLE WHO MADE YOU?

WHY--?!

THEY WOULD NOT WORSHIP ME AS I COMMANDED, SO I DESTROYED *THEM* AS I SHALL NOW DESTROY--

SMASH

TWAK

YOU KNOW, FRANKLIN... I REALLY WOULDN'T MIND IF YOU CAME IN A LITTLE *SOONER* WITH THE RESCUES.

I'LL GLADLY SACRIFICE *DRAMA* FOR *PEACE OF MIND.*

LISTEN, I HATE TO BREAK THIS TO YOU, BUT THE DEVICE YOU STOLE COULD CAUSE OUR FRIEND TO GO *NUCLEAR.*

OHMIGOSH! I'D BETTER *RETURN* IT.

NOT YET. MY DAD'S WORKING ON A PLAN.

AND THAT'S SUPPOSED TO INSPIRE *CONFIDENCE*?

÷SIGH÷ NO WONDER *MY* DAD WAS NEVER A *TEAM PLAYER.*

ISN'T THIS NICE?

THANKS FOR INVITING DIANA AND ME, MARY JANE. I UNDERSTAND OUR DAUGHTERS ARE ALSO GETTING TOGETHER TODAY.

REALLY? MAY DIDN'T MENTION IT TO ME, FELICIA.

WHAT DO YOU THINK OF FOREST HILLS, DIANA?

IT'S A FAR CRY FROM PARIS, BUT I CAN UNDERSTAND WHY FELICIA WANTED TO MOVE BACK HERE.

FELICITY NEEDS TO REESTABLISH A RELATIONSHIP WITH HER FATHER.

I'M SURE FLASH --ERRRR-- EUGENE FEELS THE SAME.

HOW LONG HAVE YOU TWO KNOWN EACH OTHER?

FIVE... NO... I GUESS IT'S GOING ON SIX YEARS NOW. DIANA USED TO BE A CONRACT OPERATIVE FOR MY DETECTIVE AGENCY.

I'VE ALWAYS THOUGHT THAT WAS ONE OF THE REASONS WHY FELICITY DOESN'T APPROVE OF ME.

SHE THINKS I'M SOME KIND OF OPPORTUNIST.

DIANA --!

WELL ...IT'S TRUE.

DON'T LET HER GET TO YOU! TEENAGERS TEND TO BE RATHER JUDGMENTAL. THIS, TOO, SHALL PASS.

SHE HAS STOOD AT HER POST FOR OVER AN HOUR--

--SILENTLY HOPING TO CATCH A GLIMPSE OF HER FORMER CHARGE.

HER NAME IS ALISON MONGRAIN--

--AND SHE HAS COME TO SEE THE GIRL WHO IS NOW CALLED MAY PARKER.

YOU'RE JUST ANOTHER SECOND-RATE *SUPER-SKRULL* AS FAR AS I'M CONCERNED, PAL--AND YOU'LL GO *DOWN* THE SAME WAY HE DID!

UNLIKE MY PITIFUL PREDECESSOR, I AM A *LIVING GOD*--

--AND YOUR WORDS ARE BLATANT *HERESY!*

MY PATIENCE IS NOT NEARLY AS LIMITLESS AS MY GLORY, CHILD.

YOU MUST SURRENDER MY *POWER NODULE* IMMEDIATELY, OR I WILL BE FORCED TO *INCINERATE* YOU.

YOU CAN'T ZAP ME WITHOUT *DESTROYING* YOUR PRECIOUS *DOOHICKEY.*

THAT'S A BALD-FACED *BLUFF,* AND WE BOTH KNOW IT.

TRUE...

FOR THAT REASON, I RESTRAINED MY RIGHTEOUS INDIGNATION--

--*UNTIL NOW!*

--AND YOU WILL SUFFER *ACCORDINGLY.*

YOU HAVE DISPLEASED ME, CHILD--

AIN'T GOING TO HAPPEN, APOX!

IN CASE YOU'VE FORGOTTEN, YOU ATTACKED THE *FANTASTIC FIVE*--

--AND THAT'S A PRETTY BIG *NO-NO!*

SPIDER-GIRL, LET ME SEE THE IMPLEMENT YOU CAPTURED.

UHHHH... SURE.

BUT ONLY 'CAUSE YOU ASKED SO *SWEETLY.*

ARE YOU ALL RIGHT, HON?

DAD --?

IS THAT YOU?

WHAT WERE YOU *THINKING*, GIRL? YOU DON'T HAVE THE NECESSARY SKILLS OR EXPERIENCE TO TAKE ON...

...A COSMICALLY-POWERED SKRULL.

WH-WHY ARE YOU WEARING THAT GOOFY GET-UP?

I'LL ASK THE QUESTIONS, YOUNG LADY.

WHEN WERE YOU GOING TO TELL ME ABOUT THIS NEW *SCARLET SPIDER?*

AND WHY DID YOU TRY TO TACKLE APOX *ALONE?*

WHOA! COULD WE *PLEASE* POSTPONE THE INTERROGATION--

--UNTIL AFTER THE FIGHT!

FORGET IT, GIRL!

IF I CAN'T TRUST YOU TO ACT RESPONSIBLY, YOU'RE GROUNDED.

YOU KIDDING ME?

IF ANYONE SHOULD BE GROUNDED, IT'S THE GUY WITH THE BIONIC LEG!

OKAY, MAYBE I SHOULD HAVE TOLD YOU ABOUT MY PLANS TO RETURN TO COSTUME.

THAT STILL DOESN'T EXCUSE YOUR BEHAVIOR.

HOW COULD YOU SIGN ON A TEEN SIDEKICK WITHOUT CONSULTING ME?

THE GIRL'S ONLY A MINOR.

I DON'T WANT TO GET TECHNICAL, BUT SO AM I!

WHICH JUST GOES BACK TO MY POINT ABOUT FIGHTING A SUPER-ENHANCED ALIEN MENACE.

OH, MAN!

ARE THESE TWO ALWAYS LIKE THIS?

OH, MAN!

THERE! I'VE MADE ALL THE NECESSARY ADJUSTMENTS AND ADDED A FEW ATTACHMENTS OF MY OWN.

ALL WE HAVE TO DO NOW IS RETURN THIS DEVICE TO APOX.

LEAVE *THAT* TO ME!

THERE ARE TIMES WHEN IT REALLY PAYS TO BE *TELE-KINETIC.*

YOUR ENTIRE WORLD WILL BE FORFEIT UNLESS--

WHAT WAS *THAT?*

UHHHH... DAD? THIS GUY SEEMS TO BE LEAKING ALL SORTS OF WEIRD ENERGY... BUT MY SPIDER-SENSE ISN'T REACTING TO IT.

DON'T WORRY, HON! *BIG BRAIN* TOLD ME IT ISN'T HARMFUL.

EASY FOR *HIM* TO SAY. HE'S STANDING *WAY* OVER THERE.

÷UGGNNN÷ APOX'S COSMIC EMISSIONS SEEM TO BE DISRUPTING MY AIM.

TRY AGAIN, FRANKLIN! TIME IS RUNNING OUT!

ONLY SECONDS REMAIN BEFORE HE *OVERLOADS!*

THEN LET'S STOP *SCREWING AROUND --!*

GIVE ME THAT STUPID THING!

SPIDER-GIRL, WAIT!

YOU SHOULDN'T BE EXPOSED TO SUCH *DANGER.*

YEAH, AND YOU SHOULDN'T BE TRYING TO RELIVE YOUR GLORY DAYS.

LIKE IT OR NOT THIS IS *MY* RESPONSIBILITY.

IT'S ABOUT TIME THAT I FINALLY *PROVED*--

--THAT I'M *WORTHY* OF MY WEBS!

MY POWER NODULE --!

IT'S ALL YOURS--

--AND I HOPE YOU CHOKE ON IT!

THAT'S RIGHT, CHUCKLES!

I JUST HAVE ONE FRIENDLY PIECE OF *ADVICE*...

BE CAREFUL WHAT YOU WISH FOR!

FFFPZZT!!

HOO-BOY!

THIS HAS CERTAINLY BEEN A DAY.

YOU DID IT, SPIDER-GIRL!

YOU MAY HAVE SAVED THE ENTIRE PLANET.

NOT HARDLY.

THE REAL CREDIT GOES TO YOUR DAD'S DEUS EX-WHATEVER GIZMO.

THAT DOESN'T CHANGE THE FACT THAT YOU'RE A HERO.

Y'KNOW...

TH-THERE'S SOMETHING AWFULLY FAMILIAR ABOUT THIS SCENE.

REALLY--?

HOW DOES IT END?

÷AHEM÷ COULD YOU PLEASE *RELEASE* MY FIFTEEN-YEAR-OLD DAUGHTER?

F-FIFTEEN?

Y-YOU'RE ONLY *FIFTEEN*?!

÷ULPPP!÷

WH-WHY DIDN'T YOU TELL ME SHE WAS ONLY *FIFTEEN*, UNCLE JOHNNY?

YOU NEVER *ASKED*... AND BESIDES, I BELIEVE YOU'RE SUPPOSED TO BE *TELEPATHIC*.

HOME, YOUNG LADY! YOU, ME, AND YOUR *SCARLET FRIEND* OVER THERE ARE GOING TO HAVE A SERIOUS TALK.

HOO-BOY! COULD YOUR LIFE POSSIBLY BE ANY MORE COMPLICATED?

HIS NAME IS **KAINE**, AND HE HAS HUNTED **ALISON MONGRAIN** FOR MANY YEARS.

HE RECENTLY LEARNED THAT SHE WAS HEADED TO **FOREST HILLS**--

--TO FULFILL A **DESTINY** THAT BEGAN A LONG, LONG TIME AGO.

THE END... FOR NOW!

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DEFALCO
OLLIFFE
WILLIAMSON

كابتن مارفل

The daughter of the original Spider-Man, May "Mayday" Parker has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web-lines! Stan Lee presents... **SPIDER-GIRL!**

THROUGH A MOTHER'S EYES

You sit on the sidelines, listening to your favorite people squabble like usual.

*When **May** was younger, she and her father had endless debates over bedtimes, cartoon shows and snacks before meals.*

*Now they only argue about **spider-stuff**.*

You should have run for help the moment you realized he was a cosmically empowered *Super-Skrull*.

But he was about to *incinerate* you and the Fantastic Five.

He *could* have killed you.

He *would* have killed you.

*Your name is **Mary Jane Parker**.*

*You are the wife of the original **Spider-Man**, and the mother of **Spider-Girl**.*

You are expecting your second child, and-- because of certain medical complications-- confined to a wheelchair for the duration of your pregnancy.

*But you're currently more worried about your **firstborn**, who can be as exasperating and as pigheaded as her dad.*

Tom DeFalco & Pat Olliffe • script, plot & pencils Al Williamson • inker Randy Gentile • letterer
Angelo Tsang & Calvin Lo of UDON • colors Marc Sumerak • assistant editor Tom Brevoort • editor
Joe Quesada • editor in chief Bill Jemas • President

*May inherited Peter's amazing spider-like powers. She also has his incredible **sense of responsibility.***

(But that's probably your fault as much as his.)

All right, but I still don't understand this nonsense about a new *Scarlet Spider.*

That's not my fault! I told *Felicity Hardy* I didn't want a partner, but she insisted.

The girl's only thirteen. It's your responsibility to-- *Whoa! Whoa!*

That's enough *water.* I hate thin pancakes.

And I hate the fact that you decided to come out of *retirement* without telling me.

I don't need you to watch over me, Dad.

I've been doing fine on my own.

Not from where *I* stand. You've been taking too many needless risks lately.

It's not *your* fault, hon.

I never trained you properly and I never should have allowed you to go web-swinging on your own.

It's my responsibility to keep you from making any more careless mistakes or--

MISTAKES?!

I'm not the only one who makes mistakes, Dad. *My* uncle didn't *die* because I--

Oh, my god--!

I... I am so *sorry*, Dad.

I *really didn't mean it!*

I-it just sort of *slipped out.*

P-please *forgive* me.

It's *okay*, honey.

Everything's *fine.*

I know it was *unintentional.*

People say *things* when they're upset.

Let's forget about anything connected to webs for awhile, and just enjoy our pancakes.

I...

I just remembered that I have to be somewhere.

I... *uhhhh*... I'll catch you later, okay?

Your name is May "Mayday" Parker, and you can't believe that you actually said **that** to your Dad.

What were you thinking?!

Okay, so maybe you were really cheesed at him, but there was absolutely no reason to attack him like--

Odd!

Your spider-sense is tingling, which usually means you're in some kind of danger.

It seems to be focused on that woman across the street--

--but she hardly seems like a potential threat.

Maybe your spider-sense is just malfunctioning.

Maybe it also reacts to **guilt**...

And disrespect...

And ungratefulness...

"She's grown," the woman thinks, "into such a beautiful young girl."

"If only I could go over and introduce myself."

"No," the woman thinks, "I don't dare!"

"Not yet."

Poor Peter! He's obviously hurting, but the old Parker stoicism won't let him show it.

She may be going through a bad patch, Peter... but your daughter worships you.

I know...

And I don't blame her for losing her temper.

It's my own fault. I've been pretty hard on her lately.

I'm just not convinced she's ready to be Spider-Girl.

I'd never forgive myself if anything ever happened to her.

You immediately bite your tongue.

Your husband has enough on his mind, and doesn't need to hear more misgivings.

Peter retired from wall-crawling after he lost his leg in a final battle with Norman Osborn, the original Green Goblin.

For such a long time, it looked like your family would live happily ever after...

But then, May's spider-powers began to emerge...

And Peter asked the Fantastic Five to build him a bionic leg so that he could become Spider-Man again...

That's odd!

You've noticed that woman before.

Who is she, and why does she keep staring at your house?

Her name is Alison Mongrain.

She was a grifter who specialized in the big con, and she remembers the day she met the devil himself.

You come highly recommended, Ms. Mongrain.

As do you, sir. How can I help you?

I may need the services of a master switch-artist for a little operation I'm running.

His name was Norman Osborn...

Tell me, Ms, Mongrain... do you like babies?

Not particularly. I've never had a high tolerance for dirty diapers.

Excellent! You'll do fine...

WHAT--?!

You really said *that*?!

I... I'm just *sick* about it, Normie.

Calm down, kid.

It was an accident.

Your Dad's a good guy.

I'm sure he understands and has already forgiven you.

What has Pete forgiven?

W-Where'd you come from?

It's none of your business, Uncle Phil.

Normie and I were having a private conversation.

You're not wanted here.

I was out doing my Green Goblin thing, and figured I'd drop in to see how you guys are doing.

Sooooooo... what's this dirt on Pete?

Simmer down, May!

I actually have some business to conduct with young Mr. Osborn.

Besides I know why you're *really* upset with me.

You're still angry because I wouldn't support your decision regarding *Funny Face* and *Angel Face*.

You made a big mistake when you allowed that pair of psychos to *escape capture*.

Is that what *this* is about?

Has your father finally forgiven you for acting so *irresponsibly*?

Uhhhhh...

No.

He doesn't even know about *that* screw-up.

I can't believe you're so *irresponsible!*

Look at me when I'm talking to you, Felicity!

Not only did you put your life in *jeopardy,* you *humiliated* me in the eyes of an old friend.

What makes you think you can be a *super hero?*

And *where* did you get this ridiculous costume?

You don't like my decisions?

TOUGH!

I'm not so crazy about some of yours.

Did you ask what I thought before you left dad?

Or before you quit being the *Black Cat* and took up with-- *Oh, never mind!*

Tell me the *truth,* Mom--

--are you angry because *I* put myself in *danger*--

--or because I called myself the *Scarlet Spider* instead of patterning myself after you?!?

She's just lashing out, Felicia.

No, Diana...

She *hates* me.

My daughter *hates* me.

You're still haunted by the expression on Peter's face.

It reminds you of the day his Aunt May died--

--and the time you thought you had lost your own precious May.

Doctor, my baby...

Why isn't she crying?

He didn't have to answer.

You already knew something had gone wrong--

--horribly wrong!

It was just another gig when it started, a way to earn some nice cash and take an expensive vacation on someone else's dime.

The switch at the hospital had gone as planned, a recent stillborn quickly exchanged for the Parker brat.

Any unforeseen difficulties?

None, sir.

Excellent! I do hope you'll enjoy *Europe,* Miss Mongrain.

A sizeable ***bonus*** is included with your traveling expenses.

It was just supposed to be another gig when it started--

--but it became more--

--so much more!

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The rest of the world only saw a deranged psychopath when they looked at *Crazy Eight*--

--but he was my *baby*--

--my beautiful little *boy*.

Come on, mom! There must be something I can do to make you feel better.

How's about we rob a nice bank or three?

I have a better idea. Let's return to *New York* and make *Spider-Girl* pay for your brother's death.

We can torture her and kill her and have all kinds of fun.

You remember the passing of months, months when you and Peter lived like shadows hiding in the night--

--and then came the phone call that changed your life.

*It began with three simple words... "Your baby's **alive!**"*

A long explanation followed.

You immediately recognized the voice...

*It was the man called Kaine-- someone who had often fought your husband but had always treated you with **respect** and **kindness.***

Norman Osborn is responsible, but please don't tell Peter.

Not until the child is safe in your arms.

*You hated the idea of keeping secrets from Peter-- **especially a secret like this**-- but you knew he'd only confront Norman and endanger your baby's life.*

His name is Kaine--

--and he is searching for Alison Mongrain, as he has done for nearly fifteen years.

He doesn't know why she has suddenly decided to return to New York--

--but all his theories trouble him.

He doesn't know if she's come for a reunion or revenge or a combination of the-- that's strange!

Kaine had heard that there was a new Spider-Man in town-- a teenager who had adopted Parker's former identity!

But that almost looks like-- Impossible!

Parker lost a leg.

Sure, he may have slipped back into the old costume for the odd occasion.

But even he wouldn't be insane enough to-- no!

No one could possibly be that dumb!

You must be the dumbest person in the world.

You really messed up when you cut Funny Face and Angel Face a break--

--and your life has gone downhill ever since.

Maybe your Dad's right.

Maybe you should just hang up your webs, and--

Hey, Parker!

PARKER!

When are we going back into *action*, partner?

Don't start with me, Felicity!

My Dad's been piling on the grief because of you.

And you think my mom *isn't* roasting my buns?

That's the *biz*, babe!

The adults are just *jealous*.

They're mad about growing *old*, and missing all the *fun*.

Hey, we're *teenagers*-- we're entitled to make our own *mistakes!*

Stop trying to measure up to their standards!

No matter how old we get, we'll always be *kids* in their eyes.

May will always be a child in his eyes, Peter Parker realizes, and there's nothing he can do about it.

Determined to find her and heal the rift between them, he swings toward home.

And that's when he feels the first tingle...

He almost can't believe his luck.

On a hunch, Kaine decided to stroll past the Parker house.

He never expected to find Allson Mongrain waiting for him.

What does she want?

Why has she returned after all these years?

The tingles grow more intense as he nears his home, indicating that he's approaching something dangerous--

He sidles up behind her with the grace of a panther.

He intends to pounce quickly and quietly, to whisk her away before she can cry out--

--something that could be about to threaten his wife and daughter!

--and create a disturbance!

KWAA-TWAKK!

What the--?!

M-My god--!

I-It's him--!

She only met Kaine once, and that was nearly fifteen years ago--

--but his face has remained branded on her nightmares ever since!

I... I can't let him stop me!

Not when I'm so close!

Is that *you*, Parker?

Are you INSANE?

A man in your condition shouldn't be playing *hero*.

That's only your opinion, Kaine. I happen to be in peak--

UFFFT

You're a *fool*, Parker-- and this ridiculous *grandstanding* may come back to haunt you!

Believe it or not, I pose no risk to you or your family.

I only want the *best* for you all.

I never killed anyone who didn't *deserve* to die.

Whew

That's a relief.

We'll all sleep better, knowing that a psychotic mass-murderer like you is full of such happy thoughts.

Really?

And you're such a *good* judge of character!

So what are you doing in my neighborhood?

Tell me you're selling *Girl Scout cookies* because I really have a hankering for some of those striped caramel-coconut things.

Your spider-sense begins to tingle long before you hear sounds of battle, and then...

Ohmigosh! It's Kaine!

He's back!

I'm assuming you mean the ugly guy who's pounding on your Dad.

Who is he, anyway?

There's no time to explain. I've got to change into costume.

You mean we've, don't you?

I don't have time to argue with you, Felicity.

Cool!

Let's do our costume thing.

Okay!

Fine!

But I'm not going to be responsible for you.

Whatever you say, partner!

ARRRGH!

You wheel to the window when you hear the shouting--

--and your heart starts beating like a jackhammer as soon as you recognize Kaine.

Why is he battling your husband again?

You have a lot of *nerve*, Kaine. Not only did you return to my *city*, but you came to *my home--!*

My HOME--!

I will not explain my motives.

You have to trust me.

Yeah, like that'll ever happen!

Then you leave me *no choice--!*

Oh, no--!

NO!

I didn't come here to harm you.

I prayed I wouldn't even *see* you.

I'm *sorry*, Peter. I am truly *sorry*, but I cannot allow you to *interfere* with my mission.

ARRRGHHHH!

KA-ZAKKK!

Hhhmmm...

I knew you were wearing an artificial leg, but this one appears to be rather sophisticated.

Be good to yourself and your family, Peter... and *don't* repair it.

You have to accept the fact that your web-swinging days are *over*.

Ahhhh, I hate to criticize, partner... but aren't we supposed to shout out our names or something?

=ahem=

As much as I agree with your point, I really *hate* the way you made it.

That's my *Dad,* Kaine-- and you're going to *pay* for hurting him!

I mean, like, so Scarface here knows that he's facing *Spider-Girl* and the *Scarlet Spider*?

Do you *mind?!*

I'm in the middle of a *fight.*

That's *May* and *Felicity--!*

Oh, God! T-This can't be *happening!*

May doesn't realize it--

--but she owes her life to Kaine!

Here she is, Mary Jane... just like I promised.

S-She's so *beautiful*... but how do I know this isn't some twisted *trick*?

How do I know she's *really* my baby?

He told you to take the necessary DNA tests, and he also vowed to try to avoid any future confrontations with Peter--

--but he never said he'd stay away from *May*!

I know that you and *Spider-Man* have a stormy past, Kaine.

But that doesn't explain why you suddenly decided to attack him after so many years.

What did you hope to *gain*?

Answer me!

ANSWER ME!

Get *away* from me, child.

I don't want to have to hurt *you*, too.

SWACK!

=Arkkkk=

Don't worry, Spidey! The *Scarlet Spider* is on the job--

--and I can tackle this creep on my own!

You don't know how much it pains me to see you in that costume, child.

I often wronged the man who originally wore it-- *the first Scarlet Spider*-- and he died before I could beg his forgiveness.

I'm sorry if I'm boring you.

I know you're *not* interested in my past.

Right now you're probably more concerned with your own *future.*

*The joke would really be on **him** if you ignored her and prevented his escape.*

Of course, Felicity might not think so.

Maybe you should let her fall...

Yeah.

Maybe.

TWANGGG!

Even as you spring into action, you realize that Kaine is just using Felicity to distract you.

SKWAP!

WHEEEEEEEE! That was fun.

Can we do it again?

C'mon, can we?

Can we?

SHUT UP!

See--?! I told you that we made a good team.

And I told you to SHUT UP!

So... This is you *not* being responsible for me.

Will you please-- *Oh, never mind!*

You sit on the sidelines, listening to your two favorite people squabble like usual.

I can't believe you'd allow Felicity to get back into costume.

I didn't *allow* her, Dad.

And you should know better than to try to take on anyone as powerful as *Kaine*.

He might have broken a lot *more* than your artificial leg if I hadn't shown up.

That's *not* the point!

Everything's finally back to normal.

Well, almost...

On some level, you're kind of glad that Kaine managed to get away...

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But you're still puzzled by his actions.

What's he doing back in New York?

Why did he break the promise he made to you about not attacking Peter?

What does Kaine hope to achieve--

--or prevent?

THE END... *for now!*

MARVEL COMICS

49

SPIDER-GIRL

DEFALCO
OLLIFFE
WILLIAMSON

Her name is *Allison Mongrain* and she used to be a smalltime grifter.

Of course, that was a long, long time ago...

Long before *Norman Osborn* hired her to kidnap a baby--

--and take her on an extended tour of the Mediterranean.

Alison still doesn't know why she ever accepted such a hateful job.

Sure, Osborn paid well and he even supplied a yacht.

But Alison didn't like babies.

At least that's what she *thought*.

Alison still remembers the day the pain began.

It was the day her soul was wrenched from her body.

The day she lost her precious little girl.

It was the day Norman Osborn tried to use that poor innocent child as a pawn against her own father--

--a man named *Parker*.

The daughter of the original Spider-Man, May "Mayday" Parker has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web-lines! Stan Lee presents...

SPIDER-GIRL!

A Dish Served Cold

TOM DEFALCO & PAT OLLIFFE--
SCRIPT, PLOT & PENCILS

AL WILLIAMSON--INKER
RANDY GENTILE--LETTERER
UDON STUDIOS--COLORISTS
MARC SUMERAK & ANDY SCHMIDT--
ASSISTANT EDITORS
TOM BREVOORT--EDITOR
JOE QUESADA--EDITOR IN CHIEF
BILL JEMAS--PRESIDENT

Your name is *May "Mayday" Parker.*

You are the daughter of *Spider-Man,* and you just can't imagine how you ever survived in the super hero biz without a *cell phone.*

Hi, Uncle Phil.

Yeah, it's me.

Whooshing sound?

Oh, *that!* I'm on my way to school and it was probably just a bus or something.

Look, I need a big favor...

Any chance you can put me in touch with *Darkdevil?*

POLICE
Midtown South

Sure. No problem.

The *Warriors* bought a bunch of matching pagers and cell phones to keep in touch.

We gave a set to Mr. Spookface.

He won't officially join the team but he does help out on occasion.

What's up? Any way I can help as the *Green Goblin*?

No, not really.

It's kind of *personal*.

Is it connected to your dad?

I assume you know that he called in *sick* today.

Uhhhh... yeah... *sure*... I... I've really got to go, Uncle Phil.

Talk to you later, okay?

Where *is* your dad?

What is Kaine's *story*, anyway?

You know that he's a nasty piece of work who has history with your family--

--because you heard your parents arguing about him late into the night.

But... *why*?

He can't be out web-swinging--

--not after the way he got trashed yesterday by the man called *Kaine*.

Darkdevil may know the answer.

He also has ties with Kaine...

I'm afraid I can't help you, *Mr. Osborn.*

My hands are tied.

W--what are you saying, *Mr. Tyne?*

The District Attorney has delivered an ultimatum. He promises to go lenient on *Ms. Drago* for the crimes she committed as *Raptor*--

--but he will not commit to a deal unless she surrenders to the authorities in the next twenty-four hours.

H--he's determined to put me in jail, *isn't he?*

He's been very patient, Ms. Drago.

Oh, Normie...

I... I'm not sure I can *survive* prison.

You two need to discuss this alone.

I'll be back in a few minutes.

I have to answer a page.

THIS BETTER BE IMPORTANT, GOBLIN.

Mom!

MOM!

I'm in the kitchen, May.

What are you doing back home in your *Spider-Girl* costume when you belong in school?

I turned around after I spoke to Uncle Phil and learned that Dad didn't show up for work today.

Do you know where he is?

Does it have anything to do with Kaine?

Kaine? *Kaine?!* I'm sick of hearing that name.

You just *forget* about Kaine.

I don't want you getting *between* him and your father.

All right. *All right.* I just want to know if the guy is as *dangerous* as I've heard.

I doubt he would ever go out of his way to harm *you*--

--but I don't want to put it to a test.

You pay attention to your own *responsibilities*, young lady, and get yourself to *school*--!

She's hiding something.

What--?

WHAT--?

Oh, man!

I can't believe that you guys are already rebuilding the top floor of your headquarters.

The *Fantastic Five* can't and won't let a little thing like a cosmically-powered Super-Skrull disrupt the New York skyline, my friend.

To tell you the truth, Mr. Parker, I'm more concerned with the damage to your bionic leg.

What happened to it?

I... *uhhhh*... ran into an old friend.

Maybe you should take that as a sign, Pete.

What's *that* supposed to mean?

You've been out of the hero game for a long time.

You also have a teenage daughter and a pregnant wife who depend on you.

I appreciate your concern for my family, Torch... but I'm fully aware of my responsibilities.

Trust me when I tell you that *Spider-Man* is needed right now.

Alison Mongrain intends to commit a *murder* in the next few days--

--a murder that she has been planning for nearly fifteen years.

It all goes back to that terrible day when she heard the words that broke her heart...

We are here for the *child*, Miss Mongrain.

We are members of the *Brotherhood of the Scriers*, and we have come at the request of *Norman Osborn*.

Y-yeah... he phoned earlier and told me to expect you.

Is there any way I can accompany you? I've grown rather attached to--

Miss Mongrain... one does not question Mr. Osborn.

He instructed us to compliment you on your unswerving dedication, and he hopes you will be pleased with your final payment.

Fat chance! The Scriers left a briefcase full of *counterfeit bills* that was also rigged with some kind of *knockout gas*.

Osborn shafted her--

--and it's now time for Alison to return the favor--

--even though he *died* almost fifteen years ago.

It's like *time* is suddenly standing still.

Darkdevil agreed to meet you after school, but each passing second seems to stretch into infinity.

MIDTOWN HIGH SCHOOL

Here's something *weird:* Ever since *Kaine* appeared on the scene, you've completely forgotten about *Funny Face* and--

H DAN

Wait up, girl! We've gotta dish.

I need to grab you before your shadow shows.

DANCE CELE

My what--?

Come, on, Mayday! Don't tell me you haven't noticed how that *Hardy* girl practically hovers around you.

Oh! Davida's talking about *Felicity*, but you haven't seen her since...

...Kaine almost killed her.

DANC

Look, I'm just curious about your plans for the school dance.

You gonna give *JJ* the nod, or finally make a move on *Brad?*

Tell you the truth, I doubt either one will ask me.

Why leave it to them? You should just make a choice and go for it.

Davida has a point, but neither one of those high school boys holds much appeal--

--compared to the likes of *Normie Osborn* or *Franklin Richards.*

Get a grip, girl! There's only *one man* you should be thinking about now and--

5

His name is *Kaine.*

He has returned to New York in search of *Allison Mongrain*--

--a woman who has haunted him for over a decade.

Kaine first stumbled upon her by accident...

He had been investigating *Norman Osborn*, who had murdered *Ben Reilly*--

--a man that *Kaine* considered a brother.

Kaine learned that Osborn was secretly using the *Scriers* to funnel funds to Mongrain--

--and decided to drop in for a visit.

He knew that Osborn and the Scriers believed in doing business the old fashioned way--

--and always tidied up after themselves.

I... I don't understand why those men tried to *kill* me.

I... I did *everything* just like I was told.

If you wish to live, you will tell me *exactly* what you did for Osborn...

Though he had lived a harsh and brutal life, even Kaine was shocked by Mongrain's revelations...

Y-you kidnapped a *baby*--

--and helped convince her parents that she was *dead*?!

And people call *me* a monster?!

You're as *bad* as Osborn himself!

SHAKK!

He left Mongrain floundering in the bay.

At the time, he didn't care if she lived or died.

That came *later*.

Much, much *later*.

And now, he searches...

And wonders *why* she has returned.

She wonders *why* he's returned.

Mary Jane Parker knows that *Kaine* has been a mercenary most of his life-- *a man without conscience or morals!*

He is a man that her husband considers *evil incarnate.*

And yet, even though she has always feared him--

--Mary Jane believes that she owes her *life*, her *happiness*, her *family* to this man.

She doesn't want her daughter anywhere near him--

--but also thinks Mayday deserves the *truth.*

What's a mother to *do?*

I... I am so *confused,* Normie.

I don't know *what* to do.

Reilly Tyne thinks I should turn myself in...

...but I'm so *afraid* of going to jail.

You won't have to face this alone, Blackie.

I... I'd be so lost without you, Normie.

Even as he gazes into her eyes and takes her in his arms, a wave of guilt sweeps over Normie Osborn.

He *cares* for Blackie Drago.

He truly *does!*

Yet, even now when he should be totally enthralled in the moment, he finds himself thinking of someone else...

Mayday!
Hey, Mayday--!
What's up, Courtney?
Moose asked me to the dance and I've been saving my money and think I've picked out this really great dress, but I need you to tell me how it looks on me.
Sure, when do you want to try it on?
I was hoping we could go right *now*.
Uhhhh...
Now is not good for me.
How about tomorrow?
There's only *one* in my size--
--and I could lose it if I wait.
I... I'm *sorry*, Court... but I... I already have plans.
No problem.
I understand.
Everything's cool.
Catch you tomorrow--?
Yeah.
Sure.
What's with you, girl?
When did this *hero thing* take over your entire life?
Instead of hanging with your real friends--

--you seem to be devoting the *majority* of your time to the *masked* and *costumed* set.

You almost sound disappointed.

NOT THAT IT'S ANY OF YOUR BUSINESS, BUT WE HAVE A RATHER COMPLICATED RELATIONSHIP.

No doubt.

Look, I don't mean to pry into your personal life, I just want to know how he ties to the original *Spider-Man*.

SO KAINE'S BACK?

ODD!

I'M SURPRISED I HAVEN'T HEARD FROM HIM.

KAINE IS A VERY DISTURBED INDIVIDUAL.

HE HAS HIS OWN MISSHAPEN DEFINITIONS OF SIMPLE CONCEPTS LIKE RESPONSIBILITY AND FAMILY.

HE PERSECUTED SOMEONE WHO WAS RATHER CLOSE TO SPIDER-MAN FOR MANY YEARS.

FOR REASONS I STILL DON'T QUITE UNDERSTAND. KAINE WAS DEVASTATED WHEN THE ORIGINAL GREEN GOBLIN MURDERED THIS MAN.

ALTHOUGH YOU MIGHT KNOW HIM UNDER A DIFFERENT NAME. THIS MAN WAS THE FIRST SCARLET SPIDER.

Whoa! He's talking about *Ben*... your *Uncle Ben!*

No wonder your dad has such a major *jones* for Kaine.

You think it's possible that Kaine wants to *atone* for the past?

He recalls how he tracked the *Scriers* to their lair--

--and *convinced* them to relinquish the Parker girl.

And he still remembers the day he returned the child to her mother...

How do I know this isn't some twisted trick?

How do I know she's *really* my baby?

There are *tests* you can give her.

B-but *why* would you help us when you *hate* my husband?

It is part of the debt I owe *Ben Reilly*.

Y-you're not finished, *are you?*

My god! You're going to *punish* the man responsible!

You're going after *Norman Osborn!*

It was *true!* He fully intended to-- *of course!* The realization hits him like an electric shock!

He suddenly realizes why *Alison Mongrain* has returned.

He knows her *target--!*

It's his *own* fault.

She would have been content to let bygones be bygones.

But he chose to continue his grandfather's *legacy of evil*--

DAILY BUGLE

GREEN GOBLIN IS BACK

--and he must now *pay* for Norman's crimes.

You've been awfully *silent*...

Was it something I said?

I was just *thinking*...

You know the old *friend* I mentioned earlier?

He's part of the reason why I *need* a bionic leg.

He's also the man who *rescued* and *returned* my daughter.

Can we *trust* Kaine?

Absolutely not... but I don't think he'd lie about *this!*

Peter, there's *more--!*

He plans to kill *Osborn.*

Not if *I* can stop him!

Norman will answer for his *crimes,* Mary Jane. I swear he'll *pay* for what he did to our baby--

--but I can't stand back while Kaine *murders* him.

"It was a race against time. I had to reach Osborn first-- and I did...

The game's finally *OVER!*

I--it's *Spider-Man!*

N-no, not *you--!*

Not NOW!

"He was in the middle in some crazy *ceremony*...

"That kind of mumbo-jumbo seemed wildly out of character, but I really didn't care at the time."

Nice dress, Norman... but *red* really *isn't* your color.

If you're tired of *green*, you can always switch to *black* and *blue*.

Shut up, you brash fool--!

You've ruined *everything*.

Did I spoil your little party?

Opps!

I would have brought a *dip*, but I knew *you* were already here.

You can't imagine what you *cost* me.

I was on the verge of ultimate POWER!

Sorry about that!

I guess you'll just have to settle for *Ultimate Spider-Man*--

--which is a lot more *entertaining!*

I've heard *enough* of your foolishness!

You are a *menace*, Spider-Man-- a clear and present danger to everyone who ever loved you!

You murdered my *son* and almost destroyed *me*.

And you stole my daughter!

So! You finally tumbled to *that* scheme.

One of my finer efforts, wouldn't you agree?

Y-you... you're actually *proud* of it!?!

Of course!

You've been a constant source of *agony* to me, and I just wanted to return the favor--

--before I permanently erased you from existence!

You almost sound like you *mean it* this time.

Too bad I have other-- *oh, no!*

THWIP!

You need more practice. Your aim was a little *off.*

"I had tried to web the bomb to his *hand,* but he managed to block the shot with my *right foot.*"

TWAKK!

Considering the special bond we've always shared, it's only fitting that we spend your final moments in such close proximity.

If I have designed this bomb properly, it'll merely remove your *head,* leaving the rest of you *intact.*

After all, your beautiful wife will need something to bury.

I have a better idea. Why don't you just take your finger off the detonator--

--so that we can get you into protective custody before *Kaine* arrives?

THWIP!

Kaine?! What does he-- *No!*

NO!

"I've often wondered if the *Goblin* hit the trigger by *accident*... or *design?*

"Were his last moments filled with *fury... triumph...* or *fear?*

"I just know that he *miscalculated* the charge.

"On the plus side, I've always been thankful that *most* of my body was outside the blast radius."

Wow! I knew part of the story, but...

Wow!

It's kind of ironic, Johnny...

I've always held Kaine partially *responsible* for what happened to my leg...

...but I never gave him *credit* for saving May.

Maybe it's time I *did.*

I repaired the damage to your bionic leg, Mr. Parker.

It's ready if you still want it...

Way to go, girl!

You've wasted the last few hours, traveling from *Forest Hills* to the far tip of *Manhattan*--

--and still haven't found Kaine or your dad--

--or gained any real *insight* into their relationship.

Your father *needs* you, May!

On some weird and uncanny level, you can almost sense his *desperation*--

--his fear--

--but you're going to *fail* him.

You're going to *screw up*, again--

--just like you did with *Funny Face* and *Angel Face*.

Look at this *traffic*--!

I *hate* this miserable city!

Calm down, son! You know very well that we *had* to return to *New York*--

--so that we could kill *Spider-Girl* and move on with our lives.

Yeah.

I guess that'll be *fun*--

--but I really wish the guy in the *Saturn* would just *move!*

Face it, girl! You're not going to accomplish *anything* today.

This is *hopeless*--

--And you're *useless!*

You've been on a real *streak* lately.

You feel sorry for *Funny Face* and *Angel Face* so you cut them some slack--

--but they immediately *betray* you and go on a cross-country *crime spree.*

You can't find *Kaine*--

--or *help* your dad!

My, aren't you the great American super hero?

You're also a failure when it comes to keeping a *boyfriend*--

--or *bonding* with your mother--

--or *hanging* with your buds.

Would it really have *killed* you to spend a few hours with *Courtney* this afternoon?

Her name is *Courtney Duran*, and this just may be the happiest day of her life.

Today she somehow managed to ignore all her insecurities--

--and purchase an outrageous dress at an even more outrageous price.

She can't wait to get home and try it on.

She smiles, picturing the way *Moose* will react when he first sees it on her and--

OHHMM!

THE END... for now!

SPIDER-GIRL

DEFALCO
OLLIFFE
BUSCEMA

FORGIVENESS!

The daughter of the original Spider-Man, May "Mayday" Parker has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web-lines! Stan Lee presents... **SPIDER-GIRL!**

Your name is *May "Mayday" Parker* and you are the daughter of *Spider-Man.*

The world may think *Spider-Girl* is a hero, but you know *better.*

GET WELL SOON

You're the reason why *Courtney Duran* is in a coma right now.

Your best friend might *die--*

--and it's all *your* fault!

Tom DeFalco & Pat Olliffe--*script, plot & breakdowns* • *Sal Buscema--finishes* • Randy Gentile--*letterer*
Christie Scheele & Heroic Age--*colorists* Marc Sumerak--*assistant editor* • Tom Brevoort--*editor*
Joe Quesada--*editor in chief* • Bill Jemas--*president*

Poor Mr. and Mrs. Duran!

They've been so good to you over the years.

How can you bear to face them after what you did to their only child?

You met Courtney on your first day of pre-school.

Your mother dropped you off on the way to work and you cried for hours and hours.

Some nasty second-grader wandered into your classroom and took an instant dislike to you.

He began to pull your hair while the teacher's back was turned.

Courtney immediately came to your aid and bit him on the leg.

You've been best friends ever since.

And how do you reward her years of loyalty when she asks a simple favor?

You *ditch* her!

She just wanted you to help her pick out a dress for a school dance--

--but you couldn't be bothered.

You were out playing *Spider-Girl*--

--while she was *bleeding* in the street!

The car never would have *hit* her if you'd *been* there.

If you valued friendship more than web-swinging!

You could have protected Courtney, like she once protected you--

--but you *failed* her!

You FAILED!

She won't *fail* this time.

A baby girl was placed in her care a long, long time ago.

Instead, she delivered that baby into the hands of a madman.

Alison Mongrain has come to atone for the past.

It was her responsibility to nurture that child and guard her from harm.

The original *Green Goblin* was the monster who masterminded the abduction of *May Parker* when she was a baby.

He died nearly fifteen years ago--

--but it looks like his *grandson* has decided to continue the family business.

DAILY BUGLE

NEW YORK'S FINEST DAILY NEWSPAPER

GREEN GOBLIN RETURNS

Young *Norman Osborn*, or *Normie* as he seems to be called by his associates, appears to have taken *more* than his name from his infamous grandfather.

This time Alison won't fail!

She will protect her former charge from the curse of the *Osborns*--

--even if she has to commit *murder!*

Have you seen *May?*

WELCOME

I assume she's at the hospital, Peter.

I'll be dropping by myself... after my doctor's appointment.

That's *today?*

I... I'd forgotten in all the confusion.

I'm not surprised. *My God!* Courtney practically grew up in this house. I can't even imagine how the *Durans* are coping!

If *anything* ever happened to May--!

M-Maybe we should re-think this whole *Spider-Girl* thing.

We already tried to stop our daughter from playing hero, and you know how well that turned out. That's one of the reasons why I decided to come out of retirement--

--so that I could be there to protect her!

I'm not so crazy about *that* idea, either!

The *Fantastic Five* went to great expense to build a *bionic leg* so that I could become *Spider-Man* again.

I owe it to *them*-- and *myself*-- to see this through.

What time's your sonogram?

Three o'clock.

Meet you there.

Promise?

We've discussed this to death, Mary Jane.

I...

Never mind.

Wouldn't miss it for the world!

Uh-oh!

MIDTOWN MEDICAL CENTER

There's *Moose!* He must be devastated about-- *oh, no!*

What's *Brad Miller* doing here?

Hey, Brad! I...

I'm kinda surprised to see *you* here.

Then you're an even bigger *jerk* than I thought!

Look, man, I know we've been squabbling, but you've always been my bestest bud.

I... I *love* you, Moose, and I...

I am so *sorry* about Courtney!

I've been acting like a real butthead lately, and I hope you can forgive me.

I'd do *anything* for you and Court.

I hope you know *that!*

B-Back at you, man!

Talk about a class act!

Considering everything that's gone down between those two, it took real courage for Brad to lay himself out like that!

Small wonder you've had a crush on him since grade school!

Give the gentlemen a little space, May!

You don't want to be around when they go all *macho* and start the *arm-punching.*

OWWWW!

I don't mean to complain, *Big Brain*-- but your android fingers are really *cold.*

You're not the first to mention it, Mr. Parker.

Try to **wiggle** your toes. The nerve connectors may need an adjustment.

You're a pal, Pete, but bionic legs don't come cheap-- *not even for the Fantastic Five!*

Try to take better care of it this time.

I assume you're going after that *Kaine* character you mentioned the other day.

You want some help?

I appreciate the offer, Torch... but the situation's kind of complicated.

I hope you can wait until the leg is thoroughly **tested.**

I promise to go easy on it, Big Brain. No gratuitous fights until I've given it a massive shakedown.

How's your daughter doing? My nephew Franklin asks about her.

She... she's going through a rough patch.

A close friend of hers was in a serious accident--

--and she feels *guilty* about it.

And, *yeah,* I know where she gets *that* from!

If only you hadn't been out looking for *Kaine* when Courtney--

Any change, May? Is she awake, yet?

Afraid not, Jimmy.

You, Courtney and Jimmy Yama used to hang together all the time--

--but things changed after you discovered your spider-powers.

Sometimes you wish you could just turn back the clock!

I... I'm going to check on her... and say hello to her parents.

Great!

Like you really want to baby-sit *Heather Noble!*

How's it going, Heather?

How do you *think*, Parker?

Look, I can't really say that I was all that friendly with Duran...

But I sat next to her in Math...

And she was always *nice* to me.

Jimmy's a mess. Duran's real important to him...

And he... he's real important to me.

I... I'd better see if he needs me.

Oh, Man!

She *likes* him.

She *really* likes him.

Oh, Man!

:hffft:

He is called *Kaine*, and he's *bored* out of his ever-loving mind.

He is a man of action-- a *hunter*-- who has spent the past few days shadowing a particularly tedious individual.

Though he usually lays claim to a strict code of honor, this wasn't always true.

He used to be an indiscriminate killer-for-hire and took great delight in torturing one specific individual.

His life changed when that man was murdered by the late *Norman Osborn*.

That's when Kaine first started on the road to atonement, seeking forgiveness for an unforgivable past...

That's when he first met *Alison Mongrain*, the woman who helped Osborn steal the *Parker* baby.

Enraged by her complicity, Kaine left Mongrain to die.

He recently learned that she'd returned to *New York*--

--and he can easily guess *why!*

An action he eventually grew to regret.

Normie, I...

I really want to thank you for storing my stuff while I...

Hey, it's the least I can do.

How you holding up, Blackie?

I...

I can't believe this is really happening.

I... I still don't understand why the District Attorney insists on putting me behind bars.

I told her I was through with crime.

How could I ever agree to *surrender* to the police?

I'll never survive prison.

Why don't I just *run*?

Running isn't the answer, Blackie. You need to get this behind you so that you can build a new life for yourself.

Where's Spider-Girl?

I thought she'd be here.

She has some personal business, but *promised* to meet us at the police station.

She'll be there when you turn yourself in.

I spoke to her last night.

What a LIAR!

He told the *Fantastic Five* that he was coming out of retirement because of his *sense of responsibility*.

He told *Mary Jane* it was to protect *May*.

He told his daughter she *needed* his help.

He lied to *everyone*-- *including himself!*

The simple truth is that he missed being *Spider-Man*.

He missed the *joy* and utter *freedom* of--

Uh-oh!

Hi there!

Hate to interrupt your afternoon stroll, but I'll be hunting the elusive *Spider-Girl* later--

--and I need *bait*.

Say, you don't look like the same *Spider-Man* I fought a few months ago.

I'm not.

He was an inexperienced teenager.

I'm the *real* deal.

And I really take exception to anyone who *threatens* my daughter.

You should talk!

The first rule of good parenting is that you never, *ever* discipline *someone else's* child.

The young man you just clobbered happens to be *my son*.

My *only* son, I might add--

--*thanks to your daughter!*

You blame *Spider-Girl* for the death of *Crazy Eight*?!

The way I heard it, he was killed by one of Funny Face's associates.

There you go-- *blaming my poor son again!*

Listen to me, Angel Face, there's no need for us to--

Oh, no!

Tell me this *isn't* happening--!

He strains, trying to free his bionic foot.

Big Brain had warned him that it might malfunction, but he was too stubborn to--

Can you believe *this?*

He's *stuck.*

What a loser!

Oh, man!

This guy's not coming loose.

We may have to blast him free.

Whatever! You know what you have to do now...

Don't worry, mom!

I'm pretty confident that I can attract Spider-Girl's attention.

Reality to Parker--!

MIDTOWN MEDICAL CENTER

Yo, Mayday!

You zoning, girl?

Uhhh...

Sorry, Davida.

I guess I was just thinking.

Yeah, about *all* your recent failures.

Hi! I don't know if you remember me. I'm *Richie Robertson.*

Yeah, you're *JJ's* friend.

That's right, and I just want you to know how sorry I am to hear about your *other* friend.

Yeah.

Me, too.

You know how I feel about Courtney.

Yeah...

You used to think *Jack Jameson* was using Court to get to you, but they became friends. Real friends! He actually seems to be open and honest with her--

--which is totally out of character for him!

The guy is a total dog when it comes to girls.

You got a minute?

We need to talk.

Don't do it, girl!

You already know that you can't trust him.

He ditched you the last time you fell under his spell--

--but he does have the *dreamiest* eyes!

Uhhhhh...

Okay.

Oh...
No.
This *can't* be good!
His real name is *Phil Urich*, but-- *thanks to the costume and equipment supplied by Normie Osborn*-- the world knows him as the new *Green Goblin.*
Though he generally likes being a super hero--
--Phil occasionally wishes he'd taken up chess instead.
Hey, mister!
You got any idea *who* caused this mess?
All I know is that he was dressed like some kind of clown--
--and he kept shouting about a final showdown with *Spider-Girl!*
The Goblin feels his stomach tighten as he remembers the last time he fought *Funny Face*--
--and was humiliated by *Angel Face.*
Even as he calls for backup, he realizes that he must also find a way to contact *Spider-Girl*--
--even though it's her fault the *Faces* are free.

I probably owe you an apology.

Probably?

Okay, I admit I messed up.

Do you?

I shouldn't have been dating other girls behind your back.

Really?

You're not going to make this easy for me.

Why *should* I?

Because we belong together. Face it, May! You and I have real chemistry.

Is *that* what you choose to believe?

I *know* it, girl-- *and* so do *you!*

You're awfully confident.

I have reason to be. I can see it in your eyes.

Look, I know that Brad Miller has been sniffing around you lately--

--but that's only because Heather dumped him.

What does Brad have to do with us?

Absolutely nothing... because I'm the only guy for you.

Come on, May! Be honest with yourself and admit that--

Oh, great!

I...

I need to take this!

RINGG

Saved by the cell!

Odd! That phone looks *exactly* like the one Phil Urich showed you the other day.

This better be important.

What--?!

Phil said his new *super-team* bought a bunch of them so that they could stay in contact with each other.

But JJ isn't a super hero.

He couldn't be a member of the *Warriors.*

It just isn't *possible.*

Is it?!

If Phil's the Goblin, JJ could be either *Darkdevil* or *the Buzz!*

Get a grip, girl!

Your imagination's in overdrive.

He has more chance of being *Santa Claus.*

Just 'cause you have a secret identity doesn't mean he does.

You're sure it was *Funny Face?*

Hey, I can't see the evidence from where *I'm* standing.

Okay, okay-- *settle down, Goblin!*

I believe you.

I can be there in maybe half an hour to forty-five minutes.

What do you want from me, man?

It's going to take me that long to call my costume by remote control.

Listen, I'll be there as soon as I can-- *okay?*

Oh, gosh! It's *true!*

It's really TRUE!

Don't be a hero, man! Wait for me!

It's a safe bet that *Angel Face* is also in the area and you're no match for the two of them.

Where can I find you?

You listen carefully--

--smiling because your costume is easily tucked within your backpack.

Hey, May! I'm real sorry but something's come up and--

May--?!

Funny Face and *Angel Face* are your responsibility.

You had a chance to capture them a few weeks ago--

--but you *failed!*

You felt partially responsible for the death of *Crazy Eight*--

--and didn't want to add to the grief of his mother and brother.

Instead of battling them into submission like a good little super hero, you offered them a deal--

--their freedom in exchange for a promise to go straight.

You shouldn't have been so surprised to discover they *lied.*

They are *criminals,* after all.

You blew it, girl!

You allowed those two lunatics to continue their *crime spree*--

--to *rob* and *threaten* innocent people!

You acted *irresponsibly*--

--and that's a burden you'll carry *forever!*

Where *is* she?

POLICE
Midtown South

Things rarely work out the way we hope they will, Mr. Osborn. I'm afraid we can't wait any longer.

D-Do I have time to go to the bathroom, Mr. Tyne?

Spider-Girl should be here by now.

Maybe something important came up and she can't make it.

But she *promised* to be here.

That's up to Assistant District Attorney Mauve Kolecki, Blackie.

This will only take a few minutes, Ms. Drago-- or should I call you *Raptor*?

Will you do the honors, Sergeant Spillane?

Hands behind your back.

Are cuffs really necessary?

Standard procedure, ma'am.

After you've been read your rights, we'll announce your surrender in a small press conference.

Nobody said anything about a press conference.

This isn't right.

They wouldn't be treating Blackie like a common criminal if Spider-Girl were here.

Where is she?!

Where is he?

What's keeping the Buzz?

A fat lot of good those cells did me!

I still can't reach Darkdevil, and Ladyhawk is on a case somewhere in New Jersey.

It doesn't matter! The Buzz and I can tackle the Faces on our own--

--if we can find 'em!

Poor Uncle Phil!

You're almost tempted to join him.

But this case is personal!

The Faces are your responsibility.

You've never been one to rely on your fists.

You try to talk first and find a peaceful solution.

But that trick didn't work with the Faces.

Like a Geiger counter, your spider-sense suddenly begins to tingle, warning you that you're approaching danger.

You've found them!

So what now, girl?

Do you go the vengeance route--

--or give peace another chance?

They played you for a fool, using your own beliefs against you.

You think this guy's jerking us about being the real *Spider-Man?*

Don't know.

Don't care.

He's just bait as far as I'm concerned.

Yeah.

But it would be so cool to be the guy who aced the first web-slinger.

Think about it, mom! I'd be as famous as the original *Green Goblin.*

More famous... since you'll also do *Spider-Girl.*

I wouldn't bet on *that.*

He *speaks.*

Now let's see if we can make him *scream--!*

LEAVE!

HIM!

ALONE!

You had decided to stick to your principles--

--and try to *reason* with the Faces!

At least *until you saw your dad!*

You may have scored a few points for the dramatic entrance, Spider-Girl-- but that's as *far* as it goes!

Bunky and I are going to blast you into *oblivion!*

That's when it suddenly strikes you--

--that there's no *reasoning* with some people.

Do yourself a big favor, Funny Face-- and *zip it!*

There are times when you can only respond to *violence*--

I'm in no mood to trade quips.

--with even more violence!

It's a realization that *sickens* you--

--even as you make it a *reality.*

You became a costumed hero to use your amazing powers to *protect* the innocent and *defend* the helpless.

Not to *fight* the bad guys or *punish* the guilty.

But the *Faces* taught you a bitter lesson--

--and showed you what happens when you *shirk* your responsibility!

Whoa!

What's gotten into that girl?

She's never been like *this* before.

Just leave her to Mommy...

Listen up, Spider-Girl!

We promise not to harm *Spider-Man* if you agree to our terms.

No more *talk!*

No more *deals!*

You have only one *option*--

--an *unconditional*

SURRENDER!

KRAK

KRAK

KRAK!

T--this isn't the *same* Spider-Girl we fought a few weeks ago.

She's *changed!*

We need to back off and readjust our tactics.

Are you suggesting a retreat? *No way!* I won't give her the satisfaction.

Suit yourself, son! You can *stay* if you want--

--but I'm out of here!

Drawn to the warehouse by the sounds of battle, *Phil Urich* begins to shudder when he recognizes *Angel Face.*

They first fought when he was just starting out as a costumed hero--

--and she *terrified* him!

She still *does.*

But as much as he'd like to run and hide, he knows that he must face his fear.

He must prove to himself that he is worthy of Normie Osborn's trust--

--and that he is truly the *Green Goblin!*

And even as your Uncle Phil explodes into battle--

You can't use smoke grenades to *hide* from me, Funny Face.

I can track you wherever you go.

What's *happened* to you, girl?

You used to be a lot more mellow.

You happened to me...

"You and your psycho mother trampled on my trust--

"--and turned my dreams into nightmares!"

I once believed that *intelligence* was more important than *strength.*

That *ideals* mattered more than *power!*

I thought I could do *good* and make a *difference--*

--without resorting to violence!

THWAK!

But I was *wrong--*

"--and you and your mom rubbed my nose in my *naivete!*"

If I want to be a successful super hero, I now realize that I will only be measured by the power of my *punch--*

KWAPP!

"--and not the strength of my character!"

You may not *realize* it, Funny Face--

QWOKK!

--but the only way I could stop you--

"--was to become as *vicious* and *ruthless* as you and your mom!"

I guess that means you *won* the real battle.

I hope you're *proud* of yourself.

PTHHHK!

Even as Funny Face falls for the final time, *tears* erupt beneath your mask--

--and they're still falling long after the Goblin arrives with Angel Face.

I heard what you said to Funny Face, hon.

Please don't be so *hard* on yourself.

You can only try your best and take each situation as it comes.

I believe that you'll eventually become the kind of super hero you *want* to be.

You lower your head, unable to trust your voice or face your father.

Although you do wonder if he's trying to ease your conscience--

--or *his!*

Are you kidding me?

I bust my butt to get down here, and the battle's *over?!*

Timing is *everything*, Buzz.

Watch your *mouth*, Spider-Girl!

I don't care how things went down, you're still a *screw-up* as far as I'm concerned.

Yeah...

Even I can't believe some of the mistakes I *almost* made!

Huh?! What's *that* supposed to mean?

Private joke.

I may let you in on it someday--

--if you're real *lucky*.

THWING!

Now, if you'll excuse me--

--I have to take a call.

Where are you?!

Why weren't you at the police station like you promised?

The ADA took *Blackie* into custody and turned the whole thing into a media circus.

It was like they arrested the *Kingpin* or *Doctor Doom*.

T--that was *today*?!

I--it slipped my mind in all the excitement.

You FORGOT--?!

Y-You wouldn't believe the day I'm having.

Tell me where to meet you so that I can explain.

Hey! That reminds me--! I'm supposed to be somewhere now. Do either of you have the *time*?

Oh, man! I can just make it.

Yeah, I can bring up a visual display inside my helmet and-- it's *two forty-five*.

Then you'd better *go!* The Goblin and I will babysit the Faces until the cops show.

I assume you're off to meet Mom.

Wish her luck for me--!

Will do--

--and I was *serious* earlier.

You have *great instincts*, May.

You just have to learn to *trust* them.

Yeah... right!

She nods silently to herself.

It is only a matter of time before *Normie Osborn* returns to the sanitarium that's been his home for the past few months--

--and *Alison Mongrain* finally ends the curse of the Osborns!

Talk about *ironic!* Your dad suddenly seems more supportive just as you're losing confidence.

He's praising the same instincts that put him in *danger*--

--and almost landed you in the arms of a *jerk!*

Speaking of instincts, your *spider-sense* begins to tingle as you near Normie's sanitarium--

--and that's when you suddenly notice a familiar figure traveling across the rooftops.

It's *Kaine*--

--and he's obviously *stalking* someone!

Looks like Normie will have to wait a tad longer.

You have unfinished business with this creep--!

Hey, cutie-- *remember me?*

Spider-Girl--?! Your timing couldn't be *worse!*

Oh, I'm sorry. Would it be more convenient if I scheduled an appointment--

--to beat you into submission and send you to prison for the rest of your life?

You don't understand--

--I'm trying to prevent a MURDER!

I need you to *trust* me.

Yeah--

--like that's *ever* going to happen!

I don't like the results when I put my faith in people like you.

You must *listen* to me--!

Does the name *Alison Mongrain* mean anything to you?

I'm sure your parents told you that *Norman Osborn* once kidnapped you.

She's the woman he hired to care for you.

She has somehow come to believe that Osborn's *grandson* is a threat to you, and intends to *kill* him.

And I'm supposed to believe that you care about *Normie Osborn*?

I am not the heartless *monster* that your father and so many others think I am.

I haven't been that man for many years.

Something in his tone strikes you as *sincere*--

--but you *won't*--

--you *can't* be fooled again!

The *Faces* taught you to punch first and talk later--

--but your dad told you that every situation is *different*--

--and that you should *trust* your instincts!

BTAM!

BTAM!

BTAM!

BTAM!
BTAM!
BTAM!
What the--?!
Don't drag this out, Osborn!
Be a man and accept your fate!
W-What the heck are you *talking* about, lady?
Who *are* you?
Why are you doing this?
What'd I ever do to you?
I am a *ghost* from the past.
A legacy passed on by your *grandfather*.
I couldn't kill *him*--
--so I'll settle for *you*.
No, Alison-- don't!
Don't let Norman Osborn turn you into a *murderer!*
Don't let him *win!*
Spider-Girl!
Y-You *know* this woman?
Not yet...
But I want the *chance*.
You could have slammed into her, disarming her by force--
--but that somehow felt *wrong*.

Y-You're that *Spider-Girl* person.

I've read about you.

I don't know how you learned my name, but get *out* of my way.

I... I'm trying to save the world from another *monster*.

I won't let this boy grow up to be like his *grandfather*.

Put the gun *down*, Alison. There's no coming back from *murder*.

It haunts you *forever*.

You can never fully *atone* for it--

--no matter how hard you *try*.

I... I *recognize* you.

You once tried to kill me--

--just because I *worked* for Norman.

You *hated* him in those days... as much as I still *do*.

I'm surprised you don't want revenge, too.

I've *changed*...

So can *you*.

The boy is *innocent*, Alison.

He's not *responsible* for the sins of his grandfather.

I might have believed you *once*--

--but that was before he resurrected the *Green Goblin!*

B-But Normie *isn't*--

Shut up! I've heard enough. He's an Osborn! He's cursed by his grandfather's legacy of evil.

It's only a matter of time before he goes mad and hurts the child.

I--is that who you're trying to protect?

The child you once cared for?!

She's safe, Alison.

He will never harm her.

Why should I believe you?

Because...

I know it was a risk to reveal my secret identity to Alison, but it...

MIDTOWN MEDICAL CENTER

...it just seemed like the *right* thing to do.

We're meeting tomorrow to see if we can establish some kind of relationship.

Kaine's another problem. I'm still not sure I can trust him.

You'd think I would have learned my lesson after the *Faces*, but...

Oh!

I... I'm sorry, Mayday. I didn't mean to interrupt.

I--it's okay, Moose. Come in. I was just babbling to myself.

I... I waited until I saw Courtney's parents head to the cafeteria.

I-it's so hard to face them.

They haven't said anything... but they must blame *me* for the accident.

You--?!

Why *you?*

You kidding me, Parker? This is all ***my fault!***

She wouldn't be like ***this*** if I hadn't asked her to the dance.

Don't be ridiculous!

I should have been with her when she went shopping.

Look, I may not be the sharpest pencil in the box, but ***get real!***

Sometimes bad things ***happen*** to good people, and we just have to ***deal*** with the consequences.

You're *nuts* to blame yourself!

Look *who's* talking--!

Yeah...

We're a *pair* all right.

W-Wha...

What's so funny?

Courtney-- you're *awake!*

You're really AWAKE!

YAA-HOO!

C--calm down, Moosie.

I...I didn't even realize I was asleep.

Did I miss anything?

Nope.

Not a thing.

It's been pretty *boring* without you.

Realizing that Court and Moose might want a moment's privacy, you slip into the hall to alert the media.

Hey, Brad! She's up. Courtney regained consciousness. She's going to be okay.

Y-You serious--?!

Oh, man!

OH, MAN!

This is so great!

We've got to find her parents and tell the doctors.

Mayday, I...

I...

Your heart beats a wild tattoo as you stare into his eyes and his grip tightens.

You've had a crush on Brad Miller ever since grade school--

--and have fantasized about this moment time and again!

You almost can't believe it's really happening.

Wait'll you tell Davida!

Your first real kiss!

It's almost everything you imagined.

Almost perfect.

Almost.

This *isn't* what I expected.

A--are you absolutely *certain*, Doctor?

What can I say, Mary Jane? It's called the *practice* of medicine.

I've run every test twice--

--and your son is as *healthy* as can be.

S-son--?!

A *boy?*

We're going to have a *boy?*

I hope you're happy, Peter.

Yeah.

Yeah.

As he proudly stares at the ultrasound monitor, *Peter Parker* wonders how he got so lucky.

A beautiful wife, a wonderful daughter and so much more!

He really is living *happily ever after!*

In a moment of crystal clarity, he suddenly realizes what a *fool* he's been!

His greatest responsibility is to his *family.*

His days of playing the *hero* are long over.

Instead of *competing* with his daughter, he should *support* her.

She's earned the right to be this family's *only* wall-crawler.

The time has truly come for *Spider-Man* to hang up his webs.

You can't believe all the *twists* and *turns* your life has taken recently.

You celebrate Courtney's return--

--while still feeling *guilty* about her accident.

You link up with ***Brad Miller***--

--but are vaguely *disappointed* by the experience.

You finally capture the ***Faces***--

--and are still *haunted* by every crime they committed.

You learn that you have more in common with ***Jack Jameson*** than you ever imagined--

--and suddenly wonder *what* you ever saw in him.

You disappoint ***Normie*** and ***Blackie***--

--and *add* to your complications by getting involved with ***Kaine*** and ***Alison Mongrain***.

Face it, girl-- *something's got to give!*

Like the philosopher says, *"You can only stretch a rubber band so far before it snaps!"*

You became ***Spider-Girl*** to help people--

*--to protect the **innocent** and defend the **helpless!***

Yeah, but even your own father has ***doubts*** about you.

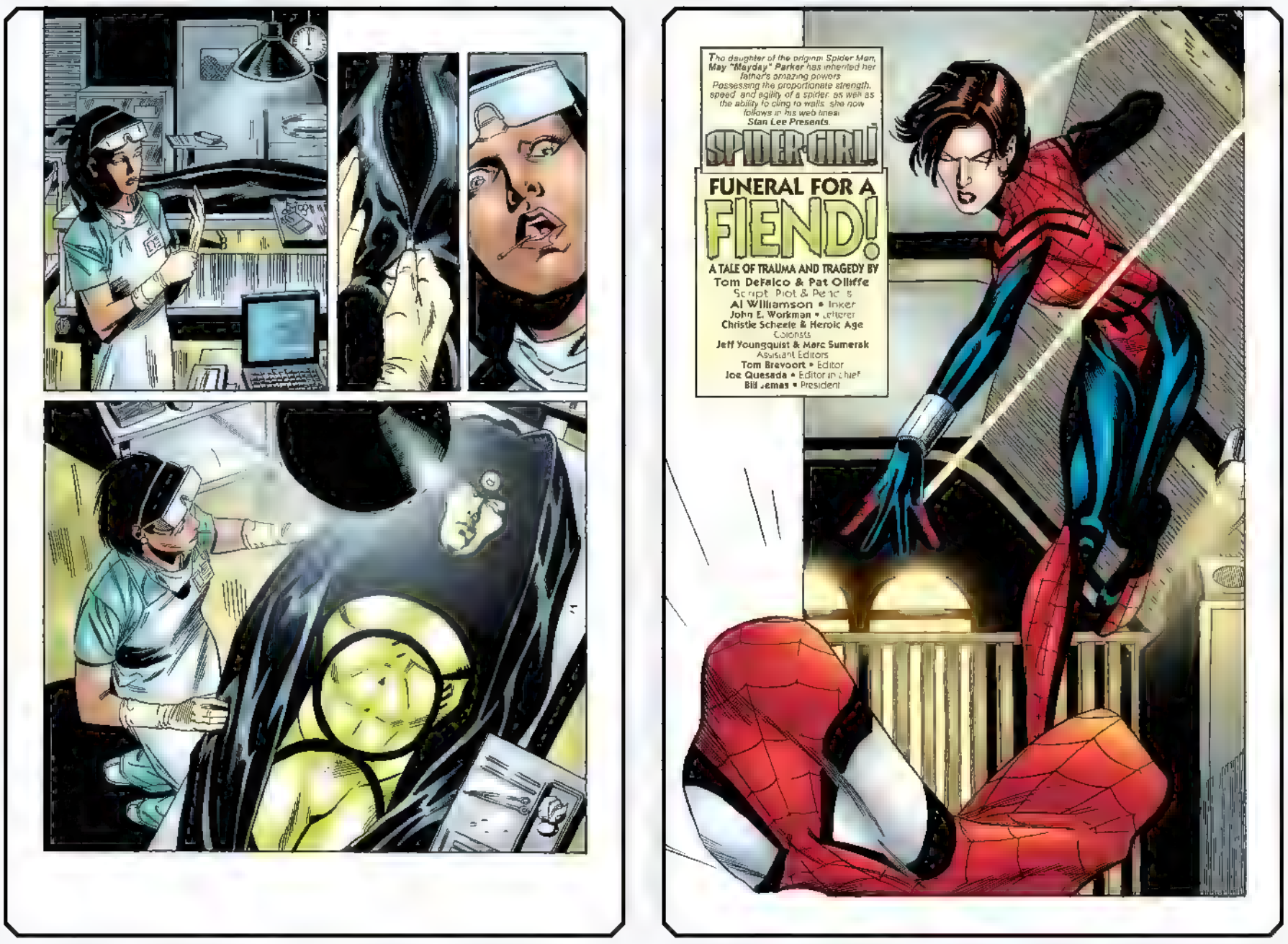
Maybe it's time you finally realized that you can't handle such an enormous *responsibility*--

--that you're just not *hero material*--

--that you need to concentrate on being *May "Mayday" Parker*--

--and that *this* could be the first day of the *rest* of your life!

THE END...
for now!


The daughter of the original Spider Man, May "Mayday" Parker has inherited her father's amazing powers
Possessing the proportionate strength, speed and agility of a spider, as well as the ability to cling to walls, she now follows in his web lines!
Stan Lee Presents
SPIDER-GIRL!
FUNERAL FOR A
FIEND!
A TALE OF TRAUMA AND TRAGEDY BY
Tom DeFalco & Pat Olliffe
Script, Plot & Pencils
Al Williamson • Inker
John E. Workman • Letterer
Christie Scheele & Heroic Age
Colorists
Jeff Youngquist & Marc Sumerak
Assistant Editors
Tom Brevoort • Editor
Joe Quesada • Editor in Chief
Bill Jemas • President

Spider-Girl #41 plot by **Tom DeFalco**

Tom Defalco
SPIDER-GIRL #41
"Funeral for a FIEND!"
Plot for 22 pages
Submitted: November 4, 2001

(Pat, this issue we're going to show how different individuals deal with grief.)

Page 1

(Indicia): We open this story with an establishing shot of a **morgue**. A **medical examiner** is pulling on her rubber gloves as she glances toward a nearby examining table that contains a **corpse** within a body bag. (Pat, I'm thinking the M.E. should be a middle-aged woman of color, but draw whomever you want.)

With a casual detachment that borders on outright boredom--*she's done this more times than she'd care to count*--she begins to unzip the body bag.

Suddenly, a puzzled expression fills her face.

Pulling back the camera, we see that the corpse is **Crazy Eight**, who is still dressed in his costume and makeup.

Page 2

(Stan Lee presents--Story Title--Credits): We immediately cut to the **Web Site**, the headquarters that our hero has been sharing with Normie Osborn. Dressed in her **Spider-Girl costume**, an enraged **Mayday Parker** is viciously hurling her **mask** to the floor. (Pat, Normie and Phil are also present but need not be shown on this page.)

Page 3

Continuing her temper tantrum, Mayday lashes out--*smashing some nearby prop to shards*--much to the shock of **Normie Osborn** and **Phil Urich** (who still has his ribs taped and face bruised from **Issue #39**.)

Her anger spent, a guilt-filled Mayday looks down at the mess she's made. (She's obviously thinking about the mess she's made of her life.)

A very sympathetic Normie places a tentative hand on her shoulder, causing her to wince as if in pain.

She turns to Normie, her eyes brimming with tears--

--And collapses in his arms while a concerned Phil stands off to the side, watching helplessly.

Page 4

Back at the morgue, the M.E. is removing Crazy Eight's wig.

A moment later, she is pouring a solution on a gauze pad.

She uses the gauze pad to wipe off a strip of makeup from Crazy Eight's face, revealing normal skin beneath.

We'll focus on the M.E. as she continues to wipe off Eight's makeup.

Moments later, we pull back the camera as the serious M.E. looks down at the upper part of Crazy Eight's naked torso. Without his wig and makeup, he looks like an average 20-something-year-old man.

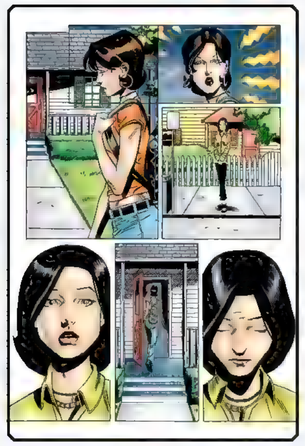
Page 5

Cut to a close-up of a very depressed **Funny Face**, tears have dripped down the front of his face, leaving tracks in his makeup.

Pulling back the camera, we see that we are on the outside grounds of **Canis Kennels**, and a very sympathetic **Canis** is placing a tentative hand on Funny Face's shoulder, causing him to wince as if in pain.

Lashing out, a furious Funny Face hurls a surprised Canis away from him. Using Bunky to fire assorted ZAP bolts, an enraged Funny Face gives vent to his own temper tantrum--*destroying some nearby props!*

His eyes filled with fury, Canis watches as Funny Face bounds away.



Page 6

Meanwhile, a very depressed Mayday walks toward her home.

As her **spider-sense** suddenly begins to tingle, she whips her head around toward the approaching danger--

--And is surprised to see **Nancy Lu** across the street, who is obviously staring at her.

We have a close-up of an uncertain Nancy Lu who looks like she wants to come over and talk to Mayday.

Turning away from Nancy, Mayday walks into her house--

--And the scene ends with a close-up of a very disappointed Nancy.

Page 7

Cut to a bust shot of a serious **television reporter**. Behind him (or her) we see **an image of Crazy Eight**.

Pulling back the camera, we see a very serious/concerned **Jessica Drew** who is watching the television screen.

She whips her head around to see **the new Spider-Man**, who is standing alone in his room. His back is toward her. He's dressed in his costume and staring at his **Spider-Man memorabilia**. (The previously established *Daily Bugle* headlines, photos and whatever.)

Spider-Man continues to stare at his memorabilia--his mask totally devoid of expression.

A concerned Jessica watches as her son begins to climb the wall or leap toward his previously established roof exit.

Pages 8-9

Cut to a close-up of a hand adjusting a **carnation** on the lapel of a suit.

Pulling back the camera, we see that an **undertaker** is looking down at Crazy Eight, who lies in a plain (but distinctive, so that we'll recognize it later) **coffin**. (Pat, Crazy is without his makeup and dressed in a cheap suit.)

Cut to a pair of elevator doors that are parting to reveal a partial view of **Normie Osborn**, who is carrying **a bouquet of flowers**.

Moments later, Normie is walking down a **hospital corridor**.

At the entrance of her room, he sees **Mary Jane** lying in her hospital bed.

A warm smile blooms on Mary Jane's face as she notices Normie--*she's really happy to see him!*

As he enters the room, Normie suddenly notices a very serious **Peter Parker**, who was sitting off to the side, reading a newspaper. (Though it's not necessary to show the newspaper, it's a *Daily Bugle* with a front page devoted to Crazy Eight.)

We have a close-up of a very serious Peter--

--followed by a close-up of an equally serious Normie. (Pat, I could be wrong, but I think this is the first time these two have faced each other since WHAT IF #105. Think two gunfighters facing off--we don't know what either is about to do, but it looks like a fight is imminent.)

Slowly, almost against his will, Peter offers his hand to Normie.

And Mary Jane's face floods with joy as the two men embrace each other.

Page 10

Cut to a **hand**, its fingers nervously drumming on a coffee table.

Pulling back the camera, we see an agitated Mayday, who is filled with nervous energy as she aimlessly wanders her home.

Without consciously being aware of it, she turns on the television.

We have a close-up of a startled Mayday as she reacts to whatever she's seeing on the screen.

Another television reporter with **another image of Crazy Eight** is on the screen in the panel's foreground...as Mayday storms out of the house in the panel's background.

Page 11

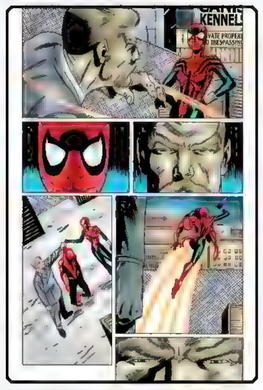
Sometime later, we see Mayday approaching the **Web Site**.

As she enters the building, her eyes cut toward **her Spider-Girl mask**, which lies on the floor where she tossed it on **Page 1**.

A look of determination fills her face.

She picks up the mask--

--And pulls it on.



Page 12

Cut to a **shovel** ripping into the ground.

Pulling back the camera, we see **two gravediggers** digging a **grave**. *(Duh!)*

Cut to a close-up of an empty **Green Goblin mask**.

Pulling back the camera, we see that a very serious (and still battered) **Phil Urich** is holding and staring at the mask--obviously pondering his future in the wake of the past few issues.

Phil looks down at his taped ribs, gently touching them--to remind the readers of his recent less-than-glorious debut.

And this scene should end with a stat of the panel that shows Phil holding and staring at the mask.

Pages 13-15

Cut to a close-up of a straining **Canis**.

Pulling back the camera, we see that he is lifting an enormous prop in an attempt to straighten out the mess left by Funny Face.

Suddenly, he whips his head around to see that **the new Spider-Man** has arrived.

With a dramatic flourish, the new Spider-Man leaps toward Canis--

--Who bats him aside with a super-powered backslap that sends him flying/crashing into nearby props.

Ripping the new Spider-Man to his feet, Canis begins to pound on the helpless/stunned hero--

--Hitting him again--

--And again--

--Until a **web-covered** hand stops his fist.

A surprised Canis whips his head around to face **Spider-Girl**.

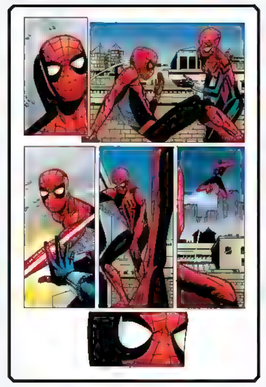
We have a close-up of Spider-Girl--her mask totally devoid of expression--

--Followed by a close-up of Canis. (Pat, once again--like our earlier Pete/Normie scene, which this should mirror--I want you to think two gunfighters facing off. We don't know what either is about to do, but it looks like a fight is imminent.)

Canis offers her the unconscious Spider-Man.

Spider-Girl positions the unconscious Spidey on her shoulder.

With a serious (almost feral) look in his eyes, because he knows they're destined for a major face-off, Canis watches as she exits the scene in her own unique manner.



Pages 16-18

Cut to an outside establishing shot of **RAVENCROFT**--a maximum-security institution for the super-criminally insane.

Inside the **SECURITY WING**, we see heavily armed and armored guards patrolling the hallways.

Suddenly, a wall explodes inward--*stunning a few of the guards!*

As he bounces into the scene, Funny Face fires ZAP bolts from Bunky at the remaining guards.

Cut to a **woman** in a straitjacket who is obviously reacting to the sounds of combat. Her face is hidden from us by shadows--

--But we watch as a smile begins to shine from the darkness.

In the corridor, Funny Face is using Bunky to blast a heavily secured door.

Entering the room, Funny Face whips his head toward the shadowed figure of the woman who wears a straitjacket.

Standing behind the woman--whom we still can't see--he rips off the straps that bind the straitjacket.

Bending forward, her face still hidden from us, the woman allows the straitjacket to drop from her arms.

And then we get a close-up and our first view of Funny Face's mother. (Pat, while I don't expect any of the readers to recognize her, she's a woman called **Angel Face** who appeared in **Green Goblin #8** and **#11** and was Phil Urich's major nemesis. The right side of her face is horribly scarred, and she has a distinctive tattoo below her left eye.)

A very sad Funny Face embraces his mother--

--And the scene should end with a Madonna-like image as she tries to comfort him.

Page 19

Cut to a close-up of the new Spider-Man as he twitches.

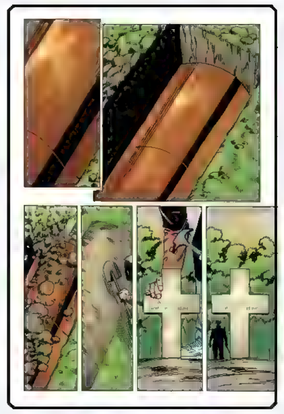
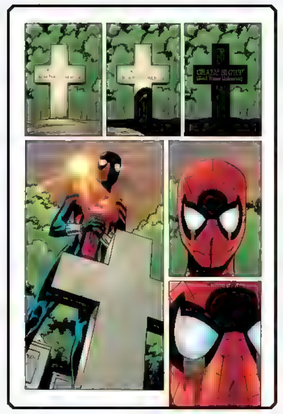
Pulling back the camera, he suddenly sits upright--obviously surprised to find himself on a **rooftop** with Spider-Girl, who is extending a hand to help him to his feet.

He angrily smacks her hand away.

He turns away from her as he stands, unable or unwilling to face her--

--And an expressionless Spider-Girl watches as he web-swings away.

The scene should end with a close-up of our expressionless Spider-Girl.

Page 20

Cut to an establishing shot of the coffin from **Page 8**.

Pulling back the camera, we watch as it is lowered into the ground by two gravediggers. (Pat, there is no one else in attendance.)

One of the gravediggers reaches for a shovel.

Moments later, the two gravediggers are filling in the grave.

Later, we see a simple wooden marker on the grave in the panel's foreground… as the two gravediggers exit the scene in the panel's background.

Page 21

Close-up of the marker on the fresh grave…in the sunshine.

Close-up of the marker…as a shadow starts to cover it.

Close-up of the marker…as a shadow completely covers it.

Pulling back the camera, we see that **Spider-Girl** is standing over the grave. She's holding a bouquet of flowers. (Pat, I'm thinking these should be forget-me-nots, but I'll go with your choice.)

We have a close-up of an expressionless Spider-Girl--

--Followed by the same close-up with one change. Dark streaks are now under her eyepieces, indicating that she's crying beneath her mask.

Page 22

She kneels--

--And places her flowers on the grave.

And the story ends with a shot of the grave in the panel's foreground…as Spider-Girl slowly walks into the sunset.

THE END…for now!

Spider-Girl #33, page 12 art by **Pat Olliffe & Livesay**
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Spider-Girl #34, page 13 art by **Pat Olliffe & Al Williamson**
Courtesy of HeritageAuctions.com

Spider-Girl #34, page 20 art by **Pat Olliffe & Al Williamson**

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THE ADVENTURES OF

MAY "MAYDAY" PARKER

CONTINUE!

Who will lead the New York underworld? Will the Green Goblin go good or give grief? What secret is Mary Jane keeping? And who is the mysterious new Spider-Man? There are plenty of questions to answer as a vicious gang war heats up, and Spider-Girl struggles to keep order — but when a longtime foe is killed in the cross fire, May finds herself targeted by his family! Can the newest New Warriors help Spider-Girl win the war and survive two vengeance-crazed villains? Wall-crawling gets crowded when a new Scarlet Spider swings into action — and Peter Parker mulls over a return to the webs! But even with her dad as backup, can May defeat Apox, the Omega Skrull? Plus: Startling secrets about Mayday's past are revealed! Guest-starring the Fantastic Five!

Collecting *Spider-Girl (1998) #33-50* — written by Tom Defalco, Pat Olliffe and Ron Frenz; and illustrated by Pat Olliffe, Chris Batista and Ron Frenz.

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